

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD APRIL 23, 2023, THROUGH APRIL 30, 2023

In re Bed Bath & Beyond Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP.

Case No. 23-13359 (VFP)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: April 23, 2023

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 6/23/2023
JOSHUA A. SUSSBERG Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Summary of Amounts Requested for the Period
April 23, 2023, through April 30, 2023 (the “**Compensation Period**”)

Fee Total	\$1,198,730.00
Disbursement Total	\$37,152.20
Total Fees Plus Disbursements	\$1,235,882.20

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$0.00
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$517,125.25
Total Holdback:	\$0.00
Total Received by Applicant:	\$0.00

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Olivia Acuna	Associate	Restructuring	2021	77.40	\$995.00	\$77,013.00
Rebecca H. Arnall	Associate	ECEB - Executive Compensation	2017	2.00	\$885.00	\$1,770.00
Allison Azarloza	Associate	Corporate - General	2022	11.90	\$735.00	\$8,746.50
Jacob E. Black	Associate	Restructuring	2021	10.10	\$885.00	\$8,938.50
Alex Blaznik	Associate	Corporate - Debt Finance	2021	6.40	\$995.00	\$6,368.00
Seth Cohen	Associate	Litigation - General	2023	20.90	\$985.00	\$20,586.50
Alessandra Corona Henriques	Associate	Corporate - Capital Markets	2021	21.00	\$995.00	\$20,895.00
Sydney Corry	Associate	Litigation - General	2021	0.50	\$985.00	\$492.50
Megan C. Feeney	Associate	Restructuring	Pending	22.50	\$735.00	\$16,537.50
Ross J. Fiedler	Associate	Restructuring	2019	65.40	\$1,245.00	\$81,423.00
Max M. Freedman	Associate	Restructuring	2021	25.30	\$885.00	\$22,390.50
Rachel Golden	Associate	Restructuring	Pending	37.50	\$735.00	\$27,562.50
Samantha Helgason	Associate	Restructuring	2022	17.90	\$885.00	\$15,841.50
Elizabeth Hilton	Associate	Corporate - Debt Finance	2020	8.70	\$885.00	\$7,699.50
Noelle M. Howard	Associate	Restructuring	Pending	17.30	\$735.00	\$12,715.50
Jackson Kennedy	Associate	Litigation - General	2021	1.30	\$850.00	\$1,105.00
Abdullah J. Khan	Associate	Corporate - Capital Markets	Pending	4.20	\$735.00	\$3,087.00
Sooah Kim	Associate	ECEB - Employee Benefits	2022	3.60	\$735.00	\$2,646.00
Peter Liskanich	Associate	Corporate - M&A/Private Equity	2018	3.10	\$1,245.00	\$3,859.50
Sarah R. Margolis	Associate	Restructuring	2021	43.20	\$995.00	\$42,984.00
Alex D. Pappas	Associate	Litigation - General	2021	0.50	\$985.00	\$492.50
Chris Pavlovich	Associate	Restructuring	2019	63.00	\$995.00	\$62,685.00
Zak Piech	Associate	Restructuring	2022	60.50	\$735.00	\$44,467.50
Zak Read	Associate	Restructuring	2022	21.70	\$735.00	\$15,949.50
Kyla Risko	Associate	Technology & IP Transactions	2018	10.30	\$995.00	\$10,248.50
Elizabeth M. Roberts	Associate	Corporate - Debt Finance	2017	9.60	\$1,295.00	\$12,432.00
Gelareh Sharafi	Associate	Restructuring	Pending	12.90	\$735.00	\$9,481.50
Michael A. Sloman	Associate	Restructuring	2022	36.40	\$885.00	\$32,214.00
Noah Z. Sosnick	Associate	Restructuring	2021	61.60	\$995.00	\$61,292.00

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Charles B. Sterrett	Associate	Restructuring	2019	49.90	\$1,155.00	\$57,634.50
David G. Strecker	Associate	Litigation - General	2022	2.60	\$850.00	\$2,210.00
Carolina I. Velarde	Associate	Antitrust/Competition	2020	1.60	\$1,155.00	\$1,848.00
Baya Yantren	Associate	Litigation - General	2019	1.00	\$985.00	\$985.00
Jessica M. Yeh	Associate	Taxation	2017	2.00	\$1,395.00	\$2,790.00
Mary Catherine Young	Associate	Restructuring	Pending	50.80	\$735.00	\$37,338.00
Rachel Young	Associate	Restructuring	2023	39.70	\$735.00	\$29,179.50
Anthony Zangrillo	Associate	Corporate - Capital Markets	2018	4.20	\$1,295.00	\$5,439.00
Matthew Antinossi	Partner	ECEB - Employee Benefits	1999	1.60	\$1,895.00	\$3,032.00
Lindsey Beran	Partner	Litigation - General	2006	7.50	\$1,415.00	\$10,612.50
Matt Darch	Partner	Technology & IP Transactions	2013	5.20	\$1,405.00	\$7,306.00
Thad W. Davis, P.C.	Partner	Taxation	2005	0.70	\$1,795.00	\$1,256.50
Tamar Donikyan	Partner	Corporate - Capital Markets	2006	15.30	\$1,945.00	\$29,758.50
Daniel Elizondo	Partner	Corporate - M&A/Private Equity	2009	6.00	\$1,425.00	\$8,550.00
Emily Geier, P.C.	Partner	Restructuring	2012	64.40	\$1,495.00	\$96,278.00
Susan D. Golden	Partner	Restructuring	1988	2.60	\$1,475.00	\$3,835.00
John Thomas Goldman	Partner	Real Estate	2002	1.00	\$1,745.00	\$1,745.00
Stephanie Greco	Partner	Antitrust/Competition	2014	0.50	\$1,425.00	\$712.50
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	23.50	\$1,620.00	\$38,070.00
Derek I. Hunter	Partner	Restructuring	2017	43.70	\$1,375.00	\$60,087.50
Nisha Kanchanapoomi, P.C.	Partner	Corporate - Debt Finance	2006	6.50	\$1,795.00	\$11,667.50
Jacquelyn M. Kasulis, P.C.	Partner	Litigation - General	2004	5.40	\$1,835.00	\$9,909.00
Daniel Lewis, P.C.	Partner	Technology & IP Transactions	2008	9.10	\$1,695.00	\$15,424.50
Allison Lullo	Partner	Litigation - General	2011	8.80	\$1,410.00	\$12,408.00
Steph Matko	Partner	ECEB - Executive Compensation	2011	0.50	\$1,495.00	\$747.50
Casey McGushin	Partner	Litigation - General	2014	3.40	\$1,415.00	\$4,811.00

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Christian O. Nagler, P.C.	Partner	Corporate - Capital Markets	1997	5.60	\$2,045.00	\$11,452.00
David M. Nemecek, P.C.	Partner	Corporate - Debt Finance	2003	0.60	\$2,025.00	\$1,215.00
Scott D. Price, P.C.	Partner	ECEB - Executive Compensation	1991	0.20	\$2,045.00	\$409.00
William T. Pruitt	Partner	Litigation - General	2004	2.60	\$1,550.00	\$4,030.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	12.40	\$2,045.00	\$25,358.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	3.60	\$1,615.00	\$5,814.00
Jacqueline Hahn	Junior Paralegal	Restructuring	N/A	21.60	\$325.00	\$7,020.00
Danielle Walker	Junior Paralegal	Restructuring	N/A	28.60	\$325.00	\$9,295.00
Tanzila Zomo	Junior Paralegal	Restructuring	N/A	13.80	\$325.00	\$4,485.00
Amy Donahue	Paralegal	Restructuring	N/A	35.00	\$480.00	\$16,800.00
Julia R. Foster	Paralegal	Restructuring	N/A	36.60	\$480.00	\$17,568.00
Laura Saal	Paralegal	Restructuring	N/A	7.00	\$570.00	\$3,990.00
Michael Y. Chan	Conflicts Analyst	Conflicts Analysis	N/A	3.00	\$365.00	\$1,095.00
Marta Dudyan	Conflicts Analyst	Conflicts Analysis	N/A	5.50	\$315.00	\$1,732.50
Library Business Research	Research Specialist	Administrative Mgt - Office	N/A	0.50	\$445.00	\$222.50
Library Factual Research	Research Specialist	Administrative Mgt - Office	N/A	0.50	\$445.00	\$222.50
Song Lin	Litigation & Practice Tech Project Manager	Litigation - General	N/A	0.50	\$515.00	\$257.50
Eric Nyberg	Conflicts Analyst	Conflicts Analysis	N/A	7.00	\$315.00	\$2,205.00
TOTALS				1,218.0		\$1,198,730.00

**SECTION II
SUMMARY OF SERVICES**

Matter Number	Services Rendered	Hours	Fee
4	Chapter 11 Filing and First Day Pleading	390.80	\$336,221.00
5	Corporate & Governance Matters	64.30	\$90,580.50
6	Disclosure Statement/Plan/Confirmation	64.50	\$61,194.50
7	DIP Financing and Cash Collateral	81.70	\$91,489.50
9	Automatic Stay Issues	22.10	\$26,887.50
10	Asset Sales/Section 363/Use, Sale & Disposition	94.10	\$97,572.00
11	Executory Contracts & Unexpired Leases	149.90	\$153,295.00
12	Business Operations	6.00	\$5,202.00
13	Claims Administration	23.00	\$18,079.00
14	Schedules and Statements (SOFAs)	0.30	\$442.50
15	Creditor and Stakeholder Communications	8.10	\$10,052.50
16	U.S. Trustee Matters and Communication	1.00	\$1,395.00
17	Hearings	83.70	\$81,596.00
18	Insurance and Surety Matters	5.40	\$6,835.00
19	Utilities	4.00	\$3,602.00
20	Tax Matters	1.40	\$2,128.00
21	Case Administration	41.10	\$37,692.00
22	Retention – K&E	15.30	\$9,394.50
23	Retention – Non-K&E	56.20	\$47,083.50
24	Vendor Matters	18.70	\$20,021.50
25	Litigation	60.80	\$73,511.00
26	Non-Working Travel	20.40	\$17,678.50
29	Employee and Labor Matters	6.00	\$6,777.00
SERVICES TOTALS		1,218.80	\$1,198,730.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Third Party Telephone Charges	\$18.00
Standard Copies or Prints	\$1,168.32
Color Copies or Prints	\$1,197.90
Local Transportation	\$89.13
Travel Expense	\$5,163.97
Airfare	\$1,148.85
Transportation to/from airport	\$6,600.47
Travel Meals	\$404.29
Other Court Costs and Fees	\$9,732.50
Working Meals/K&E Only	\$622.75
Westlaw Research	\$449.69
LexisNexis Research	\$1,416.28
Overtime Transportation	\$619.18
Overtime Meals - Non-Attorney	\$368.83
Overtime Meals - Attorney	\$1,091.26
Document Services Overtime	\$350.45
Rental Expenses	\$5,738.81
Client Electronic Data Storage	\$971.52
DISBURSEMENTS TOTAL	\$37,152.20

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: April 23, 2023
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: June 1, 2023, effective as of April 23, 2023. *See* **Exhibit A**.
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant facilitated the commencement of the chapter 11 cases through the filing of seventy-four (74) voluntary petitions.
 - (b) The Applicant drafted, reviewed, revised and coordinated the filing of the Debtors' first day motions and first day declaration, as well as several other motions and applications, including motions for operational relief, approval of the Debtors' employee retention program, and applications for professional retentions.
 - (c) The Applicant facilitated the commencement of the Debtors' sale processes.
 - (d) The Applicant negotiated with various constituents, including the Office of the United States Trustee, in connection with the relief requested, and assisted in achieving consensual resolutions of the first day motions.
 - (e) The Applicant attended and participated in the first day hearings.
 - (f) The Applicant tended to others matters concerning administration of the chapter 11 cases.
 - (g) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.²
- (5) Anticipated distribution to creditors:

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

² The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

- (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: This is the first monthly fee statement.

Exhibit A

Retention Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY



Order Filed on June 1, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Caption in Compliance with D.N.J. LBR 9004-1(b)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)

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Proposed Co-Counsel for Debtors and Debtors in Possession

In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION EFFECTIVE AS OF APRIL 23, 2023**

The relief set forth on the following pages, numbered two (2) through seven (7), is ORDERED.

DATED: June 1, 2023

A handwritten signature in black ink, appearing to read "Honorable Vincent C. Caruso". Below the signature is a horizontal line, and below that, the text "Honorable Vincent C. Caruso, United States Bankruptcy Judge" is printed in a serif font.

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.

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Debtors: BED BATH & BEYOND INC., *et al.*
Case No. 23-13359 (VFP)
Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of April 23, 2023.

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of April 23, 2023* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (the “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Holly Etlin, the Chief Restructuring Officer and Chief Financial Officer of Bed Bath & Beyond Inc. (the “Etlin Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

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Debtors: BED BATH & BEYOND INC., *et al.*
Case No. 23-13359 (VFP)
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adverse to the Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, and the Court having been advised that all formal and informal objections to the Motion have been resolved, **IT IS HEREBY ORDERED THAT:**

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BED BATH & BEYOND INC., *et al.*
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- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BED BATH & BEYOND INC., *et al.*
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Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition advance payment retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to

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Debtors: BED BATH & BEYOND INC., *et al.*
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Kirkland's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Cole Schotz and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases.

9. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

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Debtors: BED BATH & BEYOND INC., *et al.*

Case No. 23-13359 (VFP)

Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of April 23, 2023.

11. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

12. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

13. To the extent the Application, the Sussberg Declaration, the Etlin Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

14. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

15. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

16. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Josh Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

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December 22, 2022

Sue Gove
Director, President & Chief Executive Officer
Bed Bath & Beyond Inc.
650 Liberty Avenue
Union, New Jersey 07083

Re: Retention to Provide Legal Services

Dear Ms. Gove:

We are very pleased that you have asked us to represent Bed Bath & Beyond Inc. and its wholly owned subsidiaries, including those listed in an addendum to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges,

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deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$1,000,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied

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to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The

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Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of

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dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons

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might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Insurance. As required under California Business and Professions Code § 6148, Client is hereby advised that the Firm maintains errors and omissions insurance coverage that will be applicable to the services to be rendered by the Firm on Client's behalf as described in this Agreement.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for

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and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: _____

Printed Name: Joshua A. Sussberg, P.C.
Title: Partner

Agreed and accepted this 22nd day of December, 2022

BED BATH & BEYOND INC., on behalf of itself
and its subsidiaries

By: _____

Name: Sue Gove

Title: President & Chief Executive Officer

DocuSigned by:

Sue Gove

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ADDENDUM: List of Client Subsidiaries

Bed Bath & Beyond Canada L.P.

BUY BUY BABY, INC.

Decorist, LLC

Harmon Stores, Inc.

BED BATH & BEYOND OF CALIFORNIA LIMITED LIABILITY COMPANY

BBB CANADA LP INC.

BBB Canada Ltd.

BBB Value Services Inc.

BBBY Management Corporation

BBBYCF LLC

BBBYTF LLC

bed 'n bath Stores Inc.

BWAO LLC

CHEF C HOLDINGS LLC

LIBERTY PROCUREMENT CO. INC.

Alamo Bed Bath & Beyond Inc.

Bed Bath & Beyond of

Annapolis Inc.

Bed Bath & Beyond of Arundel Inc.

Bed Bath & Beyond of Baton Rouge Inc.

Bed Bath & Beyond of

Birmingham Inc.

Bed Bath & Beyond of Bridgewater Inc.

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Bed Bath & Beyond of Davenport Inc.

Bed Bath & Beyond of Gallery Place, L.L.C.

Bed Bath & Beyond of East Hanover Inc.

Bed Bath & Beyond of Edgewater Inc.

Bed Bath & Beyond of Falls Church Inc.

Bed Bath & Beyond of Fashion Center Inc.

Bed Bath & Beyond of Frederick Inc.

Bed Bath & Beyond of

Gaithersburg Inc.

Bed Bath & Beyond of Knoxville Inc.

Bed Bath & Beyond of Lexington Inc.

Bed Bath & Beyond of Lincoln

Park Inc.

Bed Bath & Beyond of Louisville, Inc.

Bed Bath & Beyond of Mandeville Inc.

Bed Bath & Beyond of Opry Inc.

Bed Bath & Beyond of Overland Park Inc.

Bed Bath & Beyond of Palm Desert Inc.

Bed Bath & Beyond of Paradise Valley Inc.

Bed Bath & Beyond of Pittsford

Inc.

Bed Bath & Beyond of Portland Inc.

Bed Bath & Beyond of Rockford

Inc.

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Bed Bath & Beyond of Saint Louis Inc.

Bed Bath & Beyond of Towson Inc.

Bed Bath & Beyond of Virginia

Beach Inc.

Bed Bath & Beyond of Waldorf Inc.

Bed Bath & Beyond of Woodbridge Inc.

Buy Buy Baby of Rockville, Inc.

Buy Buy Baby of Springfield, Inc.

Buy Buy Baby of Totowa, Inc.

Deerbrook Bed Bath & Beyond
Inc.

Harmon of Brentwood Inc.

Harmon of Caldwell Inc.

Harmon of Carlstadt Inc.

Harmon of Franklin Inc.

Harmon of Greenbrook II Inc.

Harmon of Hackensack Inc.

Harmon of Hanover Inc.

Harmon of Hartsdale Inc.

Harmon of Manalapan Inc.

Harmon of Massapequa Inc.

Harmon of Melville Inc.

Harmon of New Rochelle Inc.

Harmon of Newton Inc.

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Harmon of Old Bridge Inc.

Harmon of Plainview Inc.

Harmon of Raritan Inc.

Harmon of Rockaway Inc.

Harmon of Shrewsbury Inc.

Harmon of Totowa Inc.

Harmon of Wayne Inc.

Harmon of Westfield Inc.

Harmon of Yonkers Inc.

San Antonio Bed Bath &

Beyond Inc.

Springfield Buy Buy Baby, Inc.

BBB Mexico LLC

Bed Bath & Beyond of Manhattan Inc.

Bed Bath & Beyond of Norman Inc.

Harmon of Roxbury Inc.

Of A Kind, Inc.

One Kings Lane LLC

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KIRKLAND & ELLIS LLP**CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES***Effective 01/01/2022*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

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- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

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- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Form order – ntcorder

UNITED STATES BANKRUPTCY COURT

District of New Jersey
MLK Jr Federal Building
50 Walnut Street
Newark, NJ 07102

Case No.: 23–13359–VFP
Chapter: 11
Judge: Vincent F. Papalia

In Re: Debtor(s) (name(s) used by the debtor(s) in the last 8 years, including married, maiden, trade, and address):

Bed Bath & Beyond Inc.
650 Liberty Avenue
Union, NJ 07083

Social Security No.:

Employer's Tax I.D. No.:
11–2250488

**NOTICE OF JUDGMENT OR ORDER
Pursuant to Fed. R. Bankr. P. 9022**

Please be advised that on June 5, 2023, the court entered the following judgment or order on the court's docket in the above-captioned case:

Document Number: 617 – 413

Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of April 23, 2023. (Related Doc # 413). Service of notice of the entry of this order pursuant to Rule 9022 was made on the appropriate parties. See BNC Certificate of Notice. Signed on 6/1/2023. (jf)

Parties may review the order by accessing it through PACER or the court's electronic case filing system (CM/ECF). Public terminals for viewing are also available at the courthouse in each vicinage.

Dated: June 5, 2023

JAN: jf

Jeanne Naughton
Clerk

Exhibit B

Invoice

Document Page 37 of 159
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079718

Client Matter: 53510-4

In the Matter of Chapter 11 Filing and First Day Pleading

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 336,221.00

Total legal services rendered

\$ 336,221.00

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079718

Bed Bath and Beyond Inc.

Matter Number:

53510-4

Chapter 11 Filing and First Day Pleading

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	27.70	995.00	27,561.50
Amy Donahue	21.50	480.00	10,320.00
Marta Dudyan	5.50	315.00	1,732.50
Megan C. Feeney	7.00	735.00	5,145.00
Ross J. Fiedler	27.40	1,245.00	34,113.00
Julia R. Foster	23.40	480.00	11,232.00
Max M. Freedman	1.50	885.00	1,327.50
Emily Geier, P.C.	15.10	1,495.00	22,574.50
Rachel Golden	33.80	735.00	24,843.00
Susan D. Golden	1.30	1,475.00	1,917.50
Jacqueline Hahn	16.50	325.00	5,362.50
Noelle M. Howard	3.60	735.00	2,646.00
Richard U. S. Howell, P.C.	11.00	1,620.00	17,820.00
Derek I. Hunter	15.60	1,375.00	21,450.00
Nisha Kanchanapoomi, P.C.	0.40	1,795.00	718.00
Jackson Kennedy	0.80	850.00	680.00
Allison Lullo	1.70	1,410.00	2,397.00
Sarah R. Margolis	6.00	995.00	5,970.00
Chris Pavlovich	25.20	995.00	25,074.00
Zak Piech	27.00	735.00	19,845.00
Zak Read	4.50	735.00	3,307.50
Laura Saal	7.00	570.00	3,990.00
Michael A. Sloman	8.90	885.00	7,876.50
Charles B. Sterrett	32.80	1,155.00	37,884.00
Josh Sussberg, P.C.	4.20	2,045.00	8,589.00
Danielle Walker	21.90	325.00	7,117.50
Mary Catherine Young	1.80	735.00	1,323.00
Rachel Young	27.20	735.00	19,992.00
Tanzila Zomo	10.50	325.00	3,412.50
TOTALS	390.80		\$ 336,221.00

Legal Services for the Period Ending April 30, 2023

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Invoice Number: 1050079718

Bed Bath and Beyond Inc.

Matter Number: 53510-4

Chapter 11 Filing and First Day Pleading

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Olivia Acuna	18.80	Review, revise store closing motion (3.9); review, revise lease rejection motion (3.9); review, revise insurance motion (3.9); review, revise critical lien claims motions (3.9); telephone conferences with D. Hunter, K&E team (1.3); telephone conferences with K&E team, C. Sterrett, AlixPartners team re diligence (1.9).
04/23/23	Amy Donahue	16.00	Assist with preparations for Chapter 11 filing (3.0); review, revise first day motions with global edits and case information (3.5); review, revise petitions with global edits (1.6); prepare, coordinate petitions and motions for filing with Cole Schotz (3.9); prepare, organize hearing binders, chapter 11 documents for review (3.5); create calendar invites for first day hearing (.3); research re first day hearing transcript pleadings (.2).
04/23/23	Ross J. Fiedler	17.00	Review, revise chapter 11 petitions (2.1); review, revise first day pleadings (3.2); telephone conferences with Company advisors and creditor advisors re same, DIP documents (3.9); correspond with C. Sterrett, K&E team, Company, Lazard, AlixPartners and creditor advisors re first day pleadings, DIP documents and related matters (2.9); prepare for first day hearing and related issues (3.9); telephone conference with D. Hunter, K&E team, U.S. Trustee, AlixPartners, Lazard and creditor advisors re same (1.0).
04/23/23	Julia R. Foster	13.20	Assist with Chapter 11 filing (3.8); prepare petitions for filing (2.3); revise re same for global edits (2.2); revise first day motions for global edits (3.2); prepare first day orders for filing (1.7).
04/23/23	Julia R. Foster	3.60	Review, compile filed petitions (1.4); prepare support documents for first day hearing (2.2).
04/23/23	Max M. Freedman	1.50	Conference with D. Hunter, K&E team re first day hearing, filing considerations.
04/23/23	Emily Geier, P.C.	9.00	Attention to chapter 11 filing materials.
04/23/23	Susan D. Golden	0.50	Correspond with J. Foster re paralegal assignments for case filing.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

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Bed Bath and Beyond Inc.

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53510-4

Chapter 11 Filing and First Day Pleading

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Rachel Golden	19.40	Conference with R. Young re first day presentation (3.6); review and revise first day presentation (3.9); correspond with J. Sussberg, K&E team re same (1.1); further revise first day presentation re K&E comments (3.5); correspond with C. Pavlovich re same (3.9); correspond with M. Young re first day presentation (.2); draft and revise first day motion talking points (2.2); correspond with C. Sterrett re same (.1); correspond with R. Young re same (.3); correspond with Z. Piech re same (.6).
04/23/23	Jacqueline Hahn	3.00	Prepare materials for April, 24, 2023 first day hearing.
04/23/23	Jacqueline Hahn	12.00	Prepare first day motions for filing (3.9); prepare petitions for filing (3.9); revise re same (.6); prepare orders for filing (3.6).
04/23/23	Richard U. S. Howell, P.C.	5.50	Telephone conferences with Company, company advisors re bankruptcy filing and first day hearing (3.5); review and provide comments to draft declarations and other materials (2.0).
04/23/23	Derek I. Hunter	12.40	Conference and correspond with K&E team, advisors and lenders' advisors re filing preparation discussion (3.9); attend coordination telephone conference with R. Fiedler, K&E team re strategy, next step and work in process (.7); analyze, revise first day motions (3.9); revise petitions (3.9).
04/23/23	Nisha Kanchanapoomi, P.C.	0.40	Attend to closing.
04/23/23	Sarah R. Margolis	4.00	Review, analyze first day motions (1.0); review, revise talking points re same (.5); correspond with O. Acuna re same (.3); office conference with D. Hunter, K&E team re same (2.2).
04/23/23	Sarah R. Margolis	2.00	Revise first day motions.
04/23/23	Chris Pavlovich	18.50	Prepare for chapter 11 filing (2.0); file chapter 11 cases (3.9); review, revise first day declaration (3.9); review, revise first day presentation (2.7); review, revise first day motions (3.7); research, analyze re same (2.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Zak Piech	18.50	Review, revise first day declaration evidentiary support exhibit (3.5); review, analyze issues re same (1.5); review, revise first day taxes motion (1.0); review, revise first day NOL motion (2.0); review, draft talking points re presentation of taxes motion at first day hearing (1.5); review, draft talking points of NOL motion at first day hearing (1.5); review, draft table summarizing relief requested in taxes motion (.5); review, draft talking points re first day Kroll retention application (1.2). review, revise taxes motion talking points (3.8); review, draft case management motion talking points (2.0).
04/23/23	Zak Read	4.50	Review, revise lienholders motion (.4); correspond with R. Fiedler, K&E team re same (.1); review, revise evidentiary support re first day motions (.5); correspond with Z. Piech, K&E team re same (.1); review correspondence from C. Sterrett, K&E team re chapter 11 filing (.3); correspond with O. Acuna re same (.1); review, revise insurance motion (.3); review, revise lienholders motion (.2); correspond with C. Sterrett, K&E team re first day motions (.2); review, prepare same re filing (1.1); draft summaries re insurance, lienholders motions re first day hearing (1.1); correspond with O. Acuna, K&E team re same (.1).
04/23/23	Laura Saal	7.00	Prepare first day motions for filing (2.9); revise petitions for filing (3.1); correspond with R. Fiedler, K&E team re same (1.0).
04/23/23	Michael A. Sloman	8.10	Review, revise first day motions re first day filing (3.4); draft and prepare talking points re same (3.2); conference with C. Sterrett, K&E team re filing and first day motions (1.5).
04/23/23	Charles B. Sterrett	19.00	Review, revise first day pleadings re filing (3.8); review, revise declarations re same (3.9); correspond with D. Hunter, K&E team re same (3.9); correspond with AlixPartners team re same (2.1); telephone conference with AlixPartners team re same (1.1); prepare for hearing re same (3.6); follow up re filing (.6).

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Chapter 11 Filing and First Day Pleading

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Josh Sussberg, P.C.	0.80	Review and revise first day presentation (.6); correspond with C. Flaton re case status (.1); correspond with D. Hunter, K&E team re landlord comments to first days (.1).
04/23/23	Danielle Walker	16.20	Assist with Chapter 11 filing (3.9); coordinate printing first day motions (1.5); research re first day hearing transcripts (3.9); prepare materials re same (3.9); prepare petitions for filing (2.0); revise re same for global edits (1.0).
04/23/23	Rachel Young	13.00	Correspond with board members re filing resolutions (.3) review, revise petitions (3.9); review, revise utilities motion (2.5); correspond with AlixPartners team re utilities diligence (.8); review, revise first day declaration (1.9); file petitions for chapter 11 (3.6).
04/23/23	Rachel Young	6.50	Draft talking points re utilities motion (.6); draft talking points re creditors matrix motion (1.6); correspond with AlixPartners, Lazard teams re first day hearing preparations (.7); conference with R. Golden re first day presentation (3.6).
04/23/23	Mary Catherine Young	1.80	Review, revise store closing motion.
04/23/23	Tanzila Zomo	10.50	Prepare first day hearing binders (.5); prepare first day motions for filing (3.9); revise first day orders for filing (3.9); prepare materials for first day hearing (1.7); correspond with J. Foster re same (.5).
04/24/23	Olivia Acuna	8.90	Review, revise first day orders (3.9); draft, review talking points re first day motions (2.0); telephone conference with R. Fiedler re same (.2); review, analyze diligence re leases (2.3); correspond with AlixPartners team re same (.5).
04/24/23	Amy Donahue	5.00	Assist with first day hearing preparations (3.9); prepare, organize new diligence document from Intrasite (1.1).
04/24/23	Marta Dudyan	5.50	Analyze disclosure of creditors (3.9); analyze disclosure of entities (1.6).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Megan C. Feeney	7.00	Draft, revise interim store closing order (2.8); correspond with C. Sterrett, K&E team re same (1.0); research precedent side letters (.5); draft, revise lease rejection motion (1.0); correspond with O. Acuna, K&E team re same (.3); draft, revise sales procedures motion (1.2); research re same (.2).
04/24/23	Ross J. Fiedler	7.00	Prepare for first day hearing (3.9); review, revise interim orders for filing (1.1); review, analyze issues re first day orders (2.0).
04/24/23	Julia R. Foster	6.60	Prepare materials for first day hearing (3.9); correspond with C. Sterrett re hearing logistics (.5); review and revise proposed first day orders (.8); revise re same for global edits (1.4).
04/24/23	Emily Geier, P.C.	6.10	Prepare for first day hearing (3.6); correspond with Company, D. Hunter, K&E team, AlixPartners and Lazard re same (2.0); correspond with creditor advisors re same (.5).
04/24/23	Rachel Golden	7.00	Revise first day hearing presentation re same (4.0); further review, revise same (3.0).
04/24/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to D. Hunter, K&E team.
04/24/23	Noelle M. Howard	3.20	Review and revise interim first day orders (1.0); correspond with O. Acuna re same (.2); conference with D. Hunter and K&E team re first day hearing preparation (1.5); correspond with O. Acuna and K&E team re first day filing (.5).
04/24/23	Richard U. S. Howell, P.C.	5.50	Prepare for first day hearing (4.0); review materials re final first day orders (1.5).
04/24/23	Derek I. Hunter	3.20	Analyze talking points re first day motions.
04/24/23	Jackson Kennedy	0.80	Review, analyze first day declaration, related documents.
04/24/23	Allison Lullo	1.70	Review, analyze first day declaration.
04/24/23	Chris Pavlovich	6.50	Prepare for first day hearing.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Zak Piech	6.50	Prepare for first day hearing (3.0); draft summary of U.S. Trustee comments for first day motions (.5); conference with R. Fiedler re first day taxes motion (.5); correspond with C. Sterrett, AlixPartners team re first day motion follow-ups (.5); review, revise interim first day orders re updates from first day hearing (2.0).
04/24/23	Michael A. Sloman	0.70	Correspond with D. Hunter, K&E team re first day hearing preparation, revised orders.
04/24/23	Charles B. Sterrett	13.80	Review, analyze informal objections re first day orders (3.9); correspond and conference with parties in interest, D. Hunter, K&E team re same (3.9); prepare for hearing re first day relief (3.9); conference with D. Hunter, R. Fiedler, AlixPartners team re same (2.1).
04/24/23	Josh Sussberg, P.C.	0.20	Correspond with Company re filing.
04/24/23	Josh Sussberg, P.C.	3.20	Prepare for first day hearing.
04/24/23	Danielle Walker	5.70	Prepare materials for first day hearing (3.5); compile and prepare binders for client (2.2).
04/24/23	Rachel Young	5.50	Prepare for first day hearing (3.5); correspond with Company, D. Hunter, K&E team, AlixPartners and Lazard re same (2.0).
04/25/23	Ross J. Fiedler	1.40	Review, revise administrative fee motion (.3); correspond with S. Margolis, K&E team re same (.1); correspond with Company and creditor advisors re first day matters (1.0).
04/25/23	Rachel Golden	1.60	Review, revise creditor matrix motion (.5); correspond with C. Sterrett, F. Yudkin, Kroll re same (.6); correspond with F. Yudkin, Kroll re service of pleadings (.5).
04/25/23	Susan D. Golden	0.50	Correspond with Z. Piech and C. Sterrett re publication of NOL interim order, review same, coordinate publication of NOL interim order notice in New York Times.
04/25/23	Jacqueline Hahn	1.00	Research complaint re chapter 11 filing (.5); correspond with D. Hunter, K&E team (.5).
04/25/23	Noelle M. Howard	0.40	Review first day orders and draft deadline summary.
04/25/23	Zak Piech	2.00	Review, analyze first day motions re upcoming deadlines (1.3); draft summary re same (.5); correspond with M. Young re same (.2).

Legal Services for the Period Ending April 30, 2023

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Bed Bath and Beyond Inc.

Matter Number:

53510-4

Chapter 11 Filing and First Day Pleading

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Michael A. Sloman	0.10	Review first day motions re reporting deadlines.
04/25/23	Rachel Young	2.20	Review, analyze petitions re signature completion.
04/26/23	Ross J. Fiedler	2.00	Correspond with Company, company advisors re first day orders (.5); review, analyze issues re same (1.5).
04/26/23	Rachel Golden	1.00	Correspond with Kroll re creditor matrix (.3); conference with Kroll re same (.7).
04/26/23	Susan D. Golden	0.30	Finalize NOL notice publication.
04/26/23	Chris Pavlovich	0.20	Telephone conference with Company, C Street, O. Acuna re customer programs.
04/27/23	Rachel Golden	3.40	Correspond with Kroll re list of equity holders (.4); telephone conference with C. Sterrett re same (.4); draft, revise correspondence re same (1.1); correspond with D. Hunter and R. Fiedler re same (.2); conference with E. Jones re same (.4); correspond with S. Golden and E. Jones re same (.3); draft, revise creditor matrix supplemental motion re same (.6).
04/28/23	Amy Donahue	0.50	Correspond with Tennessee Dept. of Revenue re certificate of good standing (.3); correspond with Cole Schotz re publication notice considerations (.2).
04/28/23	Rachel Golden	1.40	Correspond with Kroll re amended top 30 list (.4); draft, revise top 30 list (.6); correspond with C. Sterrett re same (.1); correspond with R. Fiedler re same (.1); telephone conference with F. Yudkin re same (.2).
Total		390.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079719

Client Matter: 53510-5

In the Matter of Corporate & Governance Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 90,580.50

Total legal services rendered

\$ 90,580.50

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079719

Bed Bath and Beyond Inc.

Matter Number:

53510-5

Corporate & Governance Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rebecca H. Arnall	1.50	885.00	1,327.50
Alessandra Corona Henriques	21.00	995.00	20,895.00
Tamar Donikyan	15.30	1,945.00	29,758.50
Daniel Elizondo	4.30	1,425.00	6,127.50
Emily Geier, P.C.	3.80	1,495.00	5,681.00
Derek I. Hunter	1.70	1,375.00	2,337.50
Nisha Kanchanapoomi, P.C.	0.80	1,795.00	1,436.00
Abdullah J. Khan	4.20	735.00	3,087.00
Christian O. Nagler, P.C.	5.30	2,045.00	10,838.50
David M. Nemecek, P.C.	0.30	2,025.00	607.50
Scott D. Price, P.C.	0.20	2,045.00	409.00
Noah Z. Sosnick	0.80	995.00	796.00
Josh Sussberg, P.C.	0.90	2,045.00	1,840.50
Anthony Zangrillo	4.20	1,295.00	5,439.00
TOTALS	64.30		\$ 90,580.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Alessandra Corona Henriques	10.00	Draft, revise 8-K, other chapter 11 materials (2.0); draft, revise proof (3.0); draft, revise 8-K (3.9); draft, revise exhibits (1.1).
04/23/23	Tamar Donikyan	6.50	Draft 8-K re bankruptcy filing (3.1); review, revise drafts re same (1.5); conference with Company re filing timelines (.6); review Kurtz declarations and prepared comments on same (.8); analyze board resolutions and prepare updates to 8-K (.3); conference with various parties re same (.2).
04/23/23	Nisha Kanchanapoomi, P.C.	0.80	Review, revise form 8-K.
04/23/23	Abdullah J. Khan	3.70	Review and revise 8-K.
04/23/23	Christian O. Nagler, P.C.	2.20	Correspond with various parties re open disclosure issues (.6); analyze equity offering declarations (.7); revise form 8-K (.5); correspond with various parties re stock trading (.4).
04/23/23	David M. Nemecek, P.C.	0.20	Correspond with J. Sussberg re stock considerations.
04/23/23	Anthony Zangrillo	2.70	Review and analyze 8-K.
04/24/23	Rebecca H. Arnall	0.50	Telephone conferences with A. McQueeney and S. Matko re updates to 10-K and final S-1.
04/24/23	Alessandra Corona Henriques	1.50	Review, revise 8-K (1.0); correspond with D. Hunter, K&E team re next steps (.5).
04/24/23	Tamar Donikyan	2.70	Conference with C. Nagler re cancellation of shareholder meeting (.8); correspond with Morrow re shareholder meeting cancellation (.3); conference with C. Nagler, K&E team re same (.9); analyze rules relating to 10-K filing (.7).
04/24/23	Christian O. Nagler, P.C.	0.40	Correspond with D. Hunter, K&E team re SEC status and filings.
04/24/23	Noah Z. Sosnick	0.80	Revise board materials.
04/24/23	Anthony Zangrillo	0.20	Review, analyze resolutions.
04/25/23	Alessandra Corona Henriques	4.50	Prepare, revise 8-K re delisting notice (2.2); revise 12b-25 (1.3); review, analyze same (1.0).

Legal Services for the Period Ending April 30, 2023

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Invoice Number: 1050079719

Bed Bath and Beyond Inc.

Matter Number: 53510-5

Corporate & Governance Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Tamar Donikyan	3.50	Participate in board meeting (.3); analyze Nasdaq delisting letter (.6); analyze 8-K draft re same (.5); correspond with various parties re board consideration to cancel shareholder meeting (.6); revise form 12b-25 (1.1); analyze communications re Nasdaq delisting and and shareholder meeting cancellation (.4).
04/25/23	Daniel Elizondo	0.60	Draft confidentiality agreement.
04/25/23	Emily Geier, P.C.	2.70	Prepare for video conference with board (.3); attend same (.9); correspond with Company, D. Hunter, K&E team re governance matters (1.5).
04/25/23	Derek I. Hunter	1.70	Telephone conference with K&E teams, E. Geier re securities class action (.8); conference with K&E team, Cole Schotz team re securities class action (.9).
04/25/23	Christian O. Nagler, P.C.	1.50	Attend telephone conferences with re SEC filings.
04/25/23	Josh Sussberg, P.C.	0.30	Telephone conference with C. Flaton re status (.1); correspond re same with C. Flaton and P. Corrie (.2).
04/25/23	Anthony Zangrillo	1.00	Review and analyze 8-K.
04/26/23	Rebecca H. Arnall	1.00	Analyze form of equity awards and terms of settlement provisions (.8); correspond with S. Price and S. Matko re same (.2).
04/26/23	Alessandra Corona Henriques	1.00	Draft, revise 12b-25 and file.
04/26/23	Tamar Donikyan	1.20	Correspond with Company re equity plans (.4); correspond with K&E team re same (.3); correspond re 12b-25 filing (.3); correspond with Company re 10-K filing and shareholder meeting cancellation (.2).
04/26/23	Daniel Elizondo	1.30	Draft confidentiality agreement (.7); review, analyze asset purchase agreement (.2); review correspondence re carveout transaction structure (.4).
04/26/23	Emily Geier, P.C.	1.10	Telephone conference with disinterested directors re status and next steps (.6); correspond with directors re same (.5).
04/26/23	Abdullah J. Khan	0.50	Correspond with auditors re conversion notices.
04/26/23	Christian O. Nagler, P.C.	1.20	Analyze 12b-25 (.7); telephone conference with SEC re 10-K filing (.3); correspond with Company re preferred stock (.2).

Legal Services for the Period Ending April 30, 2023

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Bed Bath and Beyond Inc.

Matter Number:

53510-5

Corporate & Governance Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Scott D. Price, P.C.	0.20	Telephone conference with Company re settlement of restricted stock units.
04/26/23	Josh Sussberg, P.C.	0.40	Telephone conference with independent directors, E. Geier and H. Etlin re case status.
04/26/23	Josh Sussberg, P.C.	0.20	Review P. Corrie correspondence re status (.1); conference with J. Foster re status (.1).
04/26/23	Anthony Zangrillo	0.30	Review and analyze 12b-25.
04/27/23	Alessandra Corona Henriques	1.00	Review, analyze 10-K.
04/27/23	Tamar Donikyan	0.70	Analyze no action letters re 34 Act filings (.5); correspond with Company re same (.2).
04/28/23	Alessandra Corona Henriques	3.00	Review, revise RW draft (2.0); research re form SD and mineral reports (1.0).
04/28/23	Tamar Donikyan	0.70	Conference with Company re 10-K filing (.6); correspond with Company re S-1 (.1).
04/28/23	Daniel Elizondo	2.40	Draft confidentiality agreements (.6); telephone conference with counterparty re confidentiality agreement non-solicit (.3); draft correspondence addressing non-solicit provisions (.4); telephone conference with Lazard team re carveout transaction questions (.8); review correspondence re same (.3).
04/28/23	David M. Nemecek, P.C.	0.10	Correspond with K&E team and Lazard team re fundraising note.
Total		64.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079720

Client Matter: 53510-6

In the Matter of Disclosure Statement/Plan/Confirmation

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 61,194.50

Total legal services rendered

\$ 61,194.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Donahue	4.50	480.00	2,160.00
Ross J. Fiedler	3.50	1,245.00	4,357.50
Julia R. Foster	2.90	480.00	1,392.00
Emily Geier, P.C.	7.50	1,495.00	11,212.50
Samantha Helgason	14.50	885.00	12,832.50
Derek I. Hunter	0.50	1,375.00	687.50
Noah Z. Sosnick	21.90	995.00	21,790.50
Mary Catherine Young	5.90	735.00	4,336.50
Rachel Young	3.30	735.00	2,425.50
TOTALS	64.50		\$ 61,194.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Noah Z. Sosnick	0.50	Correspond with R. Fiedler re plan process (.3); review, analyze precedent re same (.2).
04/26/23	Amy Donahue	3.70	Draft plan shell (1.5); revise same (2.1); correspond with N. Sosnick re same (.1).
04/26/23	Amy Donahue	0.50	Conference with R. Fiedler, K&E team re critical workstreams, case status.
04/26/23	Ross J. Fiedler	0.40	Review, analyze plan of reorganization issues.
04/26/23	Julia R. Foster	2.90	Draft DS motion (.6); draft DS motion exhibits (1.6); draft disclosure statement (.7).
04/26/23	Emily Geier, P.C.	1.60	Correspond with R. Fiedler, K&E team re plan of reorganization.
04/26/23	Samantha Helgason	0.60	Telephone conference with R. Fiedler re DS (.2); correspond with C. Pavlovich, J. Foster re DS precedent, shell (.4).
04/26/23	Noah Z. Sosnick	0.80	Research re plan language (.3); conference with M. Young re same (.3); review, analyze plan precedent (.2).
04/26/23	Mary Catherine Young	5.00	Conference with N. Sosnick re chapter 11 plan (.4); research re same (2.2); draft chart re same (2.4).
04/27/23	Amy Donahue	0.30	Research case law re disclosure statement considerations.
04/27/23	Ross J. Fiedler	0.80	Review, analyze plan timeline (.5); correspond with N. Sosnick, K&E team re same (.3).
04/27/23	Emily Geier, P.C.	2.30	Correspond with Company, R. Fiedler, K&E team re plan strategy, next steps.
04/27/23	Samantha Helgason	3.90	Draft disclosure statement.
04/27/23	Noah Z. Sosnick	5.10	Draft plan (1.5); revise same (1.0); review, analyze precedent re same (1.0); conference with M. Freedman, M. Young re same (.2); correspond with M. Freedman, M. Young re same (.1); review, revise plan timeline (.4); correspond with M. Freedman re same (.1); review, analyze issues re plan solicitation timeline (.6); correspond with R. Fiedler, K&E team re same (.2).
04/27/23	Mary Catherine Young	0.90	Research re chapter 11 plan.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079720

Bed Bath and Beyond Inc.

Matter Number:

53510-6

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Ross J. Fiedler	0.80	Telephone conference with N. Sosnick, K&E team re plan timeline, bar date process (.4); correspond with N. Sosnick, K&E team re same (.4).
04/28/23	Emily Geier, P.C.	3.60	Correspond with N. Sosnick, K&E team re chapter 11 plan (1.0); conference with N. Sosnick, K&E team re chapter 11 plan, timeline (1.2); research re same (1.4).
04/28/23	Samantha Helgason	3.60	Draft disclosure statement.
04/28/23	Derek I. Hunter	0.50	Telephone conference with R. Fiedler, K&E team re plan timeline, case strategy (.2); review, analyze summary re same (.2); correspond with R. Fiedler, K&E team re timeline re same (.1).
04/28/23	Noah Z. Sosnick	6.90	Telephone conference with R. Fiedler re plan timeline (.4); correspond with R. Fiedler re same (.1); telephone conference with E. Geier, D. Hunter, R. Fiedler re plan, timeline issues (.9); draft plan (4.0); review, analyze precedent re same (1.0); telephone conference with J. Black, Z. Piech re plan, bar date (.3); draft timeline re same (.2).
04/28/23	Rachel Young	1.20	Research precedent re disclosure statement motion (.7); draft same (.5).
04/29/23	Samantha Helgason	1.40	Draft disclosure statement.
04/29/23	Noah Z. Sosnick	7.10	Draft plan (3.9); revise same (2.5); review, analyze precedent re same (.5); correspond with R. Fiedler re same (.2).
04/30/23	Ross J. Fiedler	1.50	Review, analyze plan of reorganization (1.3); telephone conference with N. Sosnick re same (.2).
04/30/23	Samantha Helgason	5.00	Draft disclosure statement (3.9); review, analyze first day declaration, second day pleadings (.7); further draft disclosure statement (.4).
04/30/23	Noah Z. Sosnick	1.50	Telephone conference with R. Fiedler re plan (.2); draft plan (.7); revise same (.5); correspond with E. Geier, K&E team re same (.1).
04/30/23	Rachel Young	2.10	Draft disclosure statement motion.

Total**64.50**

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079721

Client Matter: 53510-7

In the Matter of DIP Financing and Cash Collateral

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 91,489.50

Total legal services rendered

\$ 91,489.50

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079721

Bed Bath and Beyond Inc.

Matter Number:

53510-7

DIP Financing and Cash Collateral

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alex Blaznik	6.40	995.00	6,368.00
Michael Y. Chan	2.00	365.00	730.00
Ross J. Fiedler	1.70	1,245.00	2,116.50
Max M. Freedman	17.30	885.00	15,310.50
Emily Geier, P.C.	14.10	1,495.00	21,079.50
Elizabeth Hilton	5.50	885.00	4,867.50
Derek I. Hunter	1.90	1,375.00	2,612.50
Nisha Kanchanapoomi, P.C.	3.30	1,795.00	5,923.50
Elizabeth M. Roberts	7.10	1,295.00	9,194.50
Noah Z. Sosnick	20.70	995.00	20,596.50
Josh Sussberg, P.C.	1.10	2,045.00	2,249.50
Mary Catherine Young	0.60	735.00	441.00
TOTALS	81.70		\$ 91,489.50

Legal Services for the Period Ending April 30, 2023

Document Page 57 of 159

Invoice Number: 1050079721

Bed Bath and Beyond Inc.

Matter Number: 53510-7

DIP Financing and Cash Collateral

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Alex Blaznik	2.50	Review, revise documentation re DIP (2.0); coordinate process items re same (.5).
04/23/23	Max M. Freedman	11.40	Correspond with Cole Schotz re DIP pleadings (.2); review, revise DIP motion (3.3); correspond with E. Geier, R. Fiedler, N. Sosnick, K&E team re same (1.2); review, revise DIP declarations (2.6); conference with E. Geier, K&E team, AlixPartners team, Lazard team re same (1.0); further revise same (.9); correspond with E. Geier, R. Fiedler, N. Sosnick re same (1.7); conference with E. Geier, K&E team, U.S. Trustee re DIP issues (.5).
04/23/23	Emily Geier, P.C.	9.20	Prepare DIP materials.
04/23/23	Elizabeth Hilton	2.50	Revise DIP documentation (1.8); conference with E. Roberts and A. Blaznik re same (.7).
04/23/23	Derek I. Hunter	1.90	Telephone conference with R. Fiedler, K&E team re DIP preparation, bidding procedure declarations and open items.
04/23/23	Nisha Kanchanapoomi, P.C.	1.80	Review, revise DIP credit agreement, DIP order (.7); telephone conferences and correspond with various parties re same (1.1).
04/23/23	Elizabeth M. Roberts	4.50	Coordinate re DIP closing process (1.9); revise updated credit agreement (1.1); revise, analyze DIP order (1.5).
04/23/23	Noah Z. Sosnick	12.70	Draft DIP (2.5); revise re same (3.9); correspond and telephone conferences with R. Fiedler, K&E, AlixPartners, Lazard teams, lender advisors re same (3.6); review and analyze issues re same (2.7).
04/23/23	Josh Sussberg, P.C.	0.90	Telephone conference with J. Easterly (.1); telephone conference with D. Hillman (.3); correspond re DIP with E. Geier and K&E team (.2); correspond with various parties re DIP declarations (.3).
04/23/23	Mary Catherine Young	0.60	Conference with Company advisors re DIP declarations.
04/24/23	Alex Blaznik	3.20	Review, revise documentation re DIP (2.8); coordinate process items and closing re same (.4).

Legal Services for the Period Ending April 30, 2023

Document Page 58 of 159

Invoice Number: 1050079721

Bed Bath and Beyond Inc.

Matter Number: 53510-7

DIP Financing and Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Max M. Freedman	4.40	Draft talking points re DIP (2.1); correspond with E. Geier, R. Fiedler, N. Sosnick re same (.8); research re DIP issues (.7); correspond with E. Geier re same (.3); review, revise DIP order (.3); correspond with C. Pavlovich, K&E team re same (.2).
04/24/23	Elizabeth Hilton	0.80	Review, analyze financing deliverables.
04/24/23	Nisha Kanchanapoomi, P.C.	1.00	Review, analyze financing matters.
04/24/23	Elizabeth M. Roberts	1.20	Correspond with various parties re good standings (.5); coordinate with K&E team re filing entities (.3); analyze updated credit agreement (.4).
04/24/23	Noah Z. Sosnick	4.80	Draft, revise DIP (3.9); review and analyze issues re DIP (.9).
04/24/23	Josh Sussberg, P.C.	0.20	Correspond with D. Hillman, Cole Schotz re DIP status.
04/25/23	Alex Blaznik	0.20	Coordinate post-closing good standing certificates.
04/25/23	Michael Y. Chan	2.00	Research re creditors and entities.
04/25/23	Emily Geier, P.C.	1.20	Correspond with N. Sosnick, K&E team re DIP implementation matters.
04/25/23	Elizabeth Hilton	1.70	Conference with E. Roberts, A. Blaznik re financing deliverables.
04/25/23	Nisha Kanchanapoomi, P.C.	0.50	Review, analyze credit agreement, DIP order (.4); correspond with E. Hilton re same (.1).
04/25/23	Elizabeth M. Roberts	0.70	Correspond with various parties re net proceeds (.5); correspond with various parties re disposition provisions (.2).
04/25/23	Noah Z. Sosnick	0.30	Review DIP order re wages language (.2); correspond with E. Roberts re same (.1).
04/26/23	Elizabeth M. Roberts	0.70	Review and comment on deadline summary.
04/26/23	Noah Z. Sosnick	0.80	Review, analyze comments to final DIP Order (.3); correspond with R. Fiedler, Proskauer, DPW re same (.4); correspond with AlixPartners re same (.1).
04/27/23	Alex Blaznik	0.50	Coordinate post-closing good standing certificates.
04/27/23	Ross J. Fiedler	1.20	Correspond with Company advisors re DIP budget, reporting (.5); telephone conference with E. Geier, K&E team, AlixPartners team re same (.4); review, analyze DIP order (.3).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079721

Bed Bath and Beyond Inc.

Matter Number:

53510-7

DIP Financing and Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Max M. Freedman	1.50	Review, analyze DIP, case issues (.8); summarize same (.4); conference with N. Sosnick re same (.2); correspond with N. Sosnick re same (.1).
04/27/23	Emily Geier, P.C.	1.80	Correspond with R. Fiedler, K&E team re DIP implementation matters (1.4); telephone conference with AlixPartners team, R. Fiedler, K&E team re same (.4).
04/27/23	Noah Z. Sosnick	1.00	Review, analyze DIP order re reporting requirements (.5); correspond with AlixPartners, R. Fiedler re same (.4); correspond with AlixPartners re DIP budget (.1).
04/28/23	Ross J. Fiedler	0.50	Telephone conference with AlixPartners, E. Geier, K&E team re DIP matters.
04/28/23	Emily Geier, P.C.	1.90	Telephone conference with R. Fiedler, K&E team, AlixPartners re DIP reporting, covenants (.5); correspond with AlixPartners, R. Fiedler, K&E team re same (.9); review, analyze DIP order re same (.5).
04/28/23	Elizabeth Hilton	0.50	Conference with E. Roberts, C. Sterrett re financing deliverables (.3); correspond with E. Roberts, C. Sterrett, re same (.2).
04/28/23	Noah Z. Sosnick	1.10	Review, analyze final DIP Order precedent (.7); research re same (.4).
Total		81.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079722

Client Matter: 53510-9

In the Matter of Automatic Stay Issues

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 26,887.50

Total legal services rendered

\$ 26,887.50

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079722

Bed Bath and Beyond Inc.

Matter Number:

53510-9

Automatic Stay Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	2.20	995.00	2,189.00
Ross J. Fiedler	3.90	1,245.00	4,855.50
Emily Geier, P.C.	5.30	1,495.00	7,923.50
Noelle M. Howard	2.30	735.00	1,690.50
Richard U. S. Howell, P.C.	2.80	1,620.00	4,536.00
Casey McGushin	0.90	1,415.00	1,273.50
Chris Pavlovich	0.30	995.00	298.50
Zak Read	1.60	735.00	1,176.00
Charles B. Sterrett	1.80	1,155.00	2,079.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Mary Catherine Young	0.90	735.00	661.50
TOTALS	22.10		\$ 26,887.50

Legal Services for the Period Ending April 30, 2023

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Invoice Number:

1050079722

Bed Bath and Beyond Inc.

Matter Number:

53510-9

Automatic Stay Issues

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Noelle M. Howard	0.80	Draft letter re automatic stay violation.
04/24/23	Mary Catherine Young	0.90	Research precedent re automatic stay violation letter re utility service providers (.3); draft same (.6).
04/25/23	Olivia Acuna	1.60	Correspond with S. Cohen, R. Fiedler re automatic stay (.3); draft automatic stay violation letter (.6); research precedent re same (.7).
04/25/23	Ross J. Fiedler	1.90	Correspond with R. Howell, K&E team re automatic stay issues, related litigation matters (.3); review, analyze issues re same (.3); telephone conference with E. Geier, K&E team re same (.5); telephone conference with R. Howell, K&E team, Cole Schotz re same (.2); correspond with Company re automatic stay issues (.3); review, analyze issues re same (.3).
04/25/23	Emily Geier, P.C.	1.90	Correspond with client, R. Fiedler, K&E team re automatic stay enforcement matters (1.4); telephone conference with Company, R. Fiedler, K&E team re stay extension issues (.5).
04/25/23	Charles B. Sterrett	1.10	Review, analyze prospective stay violations (.4); review, analyze draft response re same (.3); revise same (.4).
04/26/23	Ross J. Fiedler	1.10	Telephone conference with E. Geier, K&E team, Company re litigation matters, automatic stay issues (.5); correspond with E. Geier, K&E team, Company re same (.3); correspond with C. Sterrett, K&E team re automatic stay violation letters (.3).
04/26/23	Noelle M. Howard	1.50	Draft automatic stay letter (1.3); correspond with O. Acuna re same (.2).
04/26/23	Charles B. Sterrett	0.70	Review, analyze response to automatic stay issues, prospective violations (.3); revise same (.4).
04/27/23	Olivia Acuna	0.60	Draft letter re automatic stay violation (.3); correspond with N. Howard, Company re same (.3).

Legal Services for the Period Ending April 30, 2023

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Invoice Number: 1050079722

Bed Bath and Beyond Inc.

Matter Number: 53510-9

Automatic Stay Issues

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Emily Geier, P.C.	2.10	Telephone conference with R. Howell re stay extension (.3); telephone conference with Company, C. McGushin, K&E team re same (.5); correspond with R. Howell, K&E team re same (.5); research re same (.8).
04/27/23	Richard U. S. Howell, P.C.	2.50	Review, analyze summaries re extension of automatic stay (.5); correspond with R. Fiedler, S. Cohen, W. Pruitt, K&E team re same (.3); telephone conference with C. McGushin, K&E team, re stay extension questions strategy (.5); prepare re same (.3); telephone conference with E. Geier re same (.3); review, analyze research re same (.6).
04/27/23	Casey McGushin	0.90	Telephone conference with E. Geier, Company re auto stay issues (.5); prepare re same (.4).
04/27/23	Chris Pavlovich	0.30	Draft automatic stay letter re rent payments (.2); revise same (.1).
04/27/23	Zak Read	0.60	Conference with R. Fiedler re automatic stay considerations.
04/27/23	Josh Sussberg, P.C.	0.10	Correspond with R. Howell re extending the automatic stay.
04/28/23	Ross J. Fiedler	0.90	Review, analyze automatic stay issues (.4); correspond with Company, E. Geier, K&E team re same (.5).
04/28/23	Emily Geier, P.C.	1.30	Correspond with client, R. Fiedler, K&E team re application of automatic stay to parties in interest.
04/28/23	Richard U. S. Howell, P.C.	0.30	Review, analyze documents re potential stay extensions.
04/30/23	Zak Read	1.00	Correspond with R. Fiedler, K&E team re automatic stay considerations (.2); research re same (.1); review, analyze case law re same (.3); draft summary re same (.4).
Total		22.10	

Document Page 64 of 159
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079723

Client Matter: 53510-10

In the Matter of Asset Sales/Section 363/Use, Sale & Disp

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 97,572.00

Total legal services rendered

\$ 97,572.00

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079723

Bed Bath and Beyond Inc.

Matter Number:

53510-10

Asset Sales/Section 363/Use, Sale & Disp

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Allison Azarloza	11.90	735.00	8,746.50
Matt Darch	5.20	1,405.00	7,306.00
Daniel Elizondo	1.70	1,425.00	2,422.50
Ross J. Fiedler	0.90	1,245.00	1,120.50
Julia R. Foster	0.50	480.00	240.00
Max M. Freedman	2.80	885.00	2,478.00
Susan D. Golden	0.50	1,475.00	737.50
Derek I. Hunter	0.40	1,375.00	550.00
Daniel Lewis, P.C.	9.10	1,695.00	15,424.50
Peter Liskanich	3.10	1,245.00	3,859.50
Kyla Risko	10.30	995.00	10,248.50
Noah Z. Sosnick	17.30	995.00	17,213.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Steve Toth	3.60	1,615.00	5,814.00
Carolina I. Velarde	1.60	1,155.00	1,848.00
Jessica M. Yeh	2.00	1,395.00	2,790.00
Mary Catherine Young	22.10	735.00	16,243.50
Tanzila Zomo	1.00	325.00	325.00
TOTALS	94.10		\$ 97,572.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Daniel Elizondo	1.70	Draft purchase agreement (1.0); review, revise same (.7).
04/23/23	Max M. Freedman	2.60	Review, revise bidding procedures (1.8); correspond with M. Young re same (.8).
04/23/23	Peter Liskanich	0.20	Review comments from D. Elizondo to APA (.1); correspond with D. Elizondo re same (.1).
04/23/23	Noah Z. Sosnick	6.50	draft bidding procedures (3.1); revise re same (3.4).
04/23/23	Steve Toth	0.50	Analyze and respond to correspondence re bidding procedures and NDAs.
04/23/23	Carolina I. Velarde	0.50	Review and analyze documents for clean team designation (.2); research and analyze potential buyers for antitrust assessment (.3).
04/23/23	Mary Catherine Young	14.50	Revise bidding procedures (3.9); revise bidding procedures order (3.9); correspond with lenders, U.S. Trustee re same (1.5); correspond and conference with various parties re same (2.8); review bidding procedures (1.5); review bidding procedures order (.9).
04/24/23	Allison Azarloza	1.00	Update form of non-disclosure agreement (.3); compile executed non-disclosure agreements (.7).
04/24/23	Noah Z. Sosnick	4.40	Revise bidding procedures materials (3.9); correspond, and telephone conferences with R. Fiedler, K&E team, AlixPartners, Lazard teams, lender advisors re same (.5).
04/24/23	Mary Catherine Young	4.10	Correspond with R. Fiedler, K&E team re bidding procedures motion (1.2); review, revise same (1.9); prepare hearing preparation documents re bidding procedures (1.0).
04/25/23	Allison Azarloza	1.30	Revise draft of non-disclosure agreement.
04/25/23	Matt Darch	0.60	Review, analyze data privacy declaration re data (.4); correspond with bidders re same (.2).
04/25/23	Max M. Freedman	0.20	Correspond with M. Young re key deadlines.

Legal Services for the Period Ending April 30, 2023

Document Page 67 of 159

Invoice Number:

1050079723

Bed Bath and Beyond Inc.

Matter Number:

53510-10

Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Daniel Lewis, P.C.	2.30	Review, analyze personal information analysis and conference with K&E team re same (2.0); review, analyze purchase agreement (.3).
04/25/23	Peter Liskanich	0.20	Review, revise NDA (.1); analyze comments from S. Toth to carve-out APA (.1).
04/25/23	Noah Z. Sosnick	2.50	Telephone conference with interested party re acquisition (.2); correspond with K&E team, Cole Schotz team, Lazard team re same (.4); analyze issues re bidding procedures re diligence (.8); correspond with S. Toth, R. Fiedler re same (.2); correspond with E. Geier re sale process (.2); correspond with D. Lewis, M. Darch re sale process, intellectual property issues (.4); correspond with Lazard team re bidding procedures diligence sharing (.3).
04/25/23	Josh Sussberg, P.C.	0.10	Correspond with Glenn Agre re bondholder group.
04/25/23	Steve Toth	1.50	Analyze carve out asset purchase agreement.
04/25/23	Carolina I. Velarde	0.10	Review and analyze documents for competitively sensitive information and clean team designation.
04/25/23	Mary Catherine Young	1.20	Correspond with N. Sosnick, K&E team, interested parties re sale process, first day relief (.9); conference with Company customer re sale process, first day relief (.3).
04/26/23	Allison Azarloza	1.80	Review and revise drafts of non-disclosure agreements.
04/26/23	Matt Darch	0.30	Correspond with various parties re sale of data under state laws.
04/26/23	Julia R. Foster	0.50	Draft sale procedures order.
04/26/23	Daniel Lewis, P.C.	1.00	Review, analyze personal information analysis (.5); conference with S. Toth, K&E team re same (.5).
04/26/23	Peter Liskanich	0.70	Review, revise NDAs (.4); analyze APA (.2); telephone conference with A. Azarloza re same (.1).
04/26/23	Kyla Risko	0.80	Review, analyze correspondence re data privacy (.4); research privacy issues in context of bankruptcy (.4).

Legal Services for the Period Ending April 30, 2023

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Invoice Number: 1050079723

Bed Bath and Beyond Inc.

Matter Number: 53510-10

Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Noah Z. Sosnick	0.80	Correspond with R. Fiedler, K&E team re sale diligence issues (.6); correspond with AlixPartners team re service of sale materials (.2).
04/26/23	Steve Toth	0.20	Analyze NDAs; draft related correspondence.
04/26/23	Carolina I. Velarde	0.30	Review and analyze documents for competitively sensitive information and clean team designation.
04/27/23	Allison Azarloza	4.20	Review and revise draft of asset purchase agreement (2.5); finalize non-disclosure agreements (1.2); correspond with team re specialist staffing (.5).
04/27/23	Matt Darch	1.60	Review and analyze data compliance obligations in connection with sales of data in bankruptcy.
04/27/23	Derek I. Hunter	0.20	Correspond with K&E team, Lazard team re marketing process.
04/27/23	Daniel Lewis, P.C.	2.00	Review, analyze carve-out matters (.5); correspond with K&E team re bid procedure issues (.5); telephone conference with K&E team re same (.5); review, analyze data privacy analysis (.5).
04/27/23	Peter Liskanich	0.30	Correspondence re carve-out asset purchase agreement (.2); review non-disclosure agreements (.1).
04/27/23	Kyla Risko	4.00	Review and revise purchase agreement (1.8); review privacy laws with respect to bankruptcy transactions (1.9); correspond with D. Lewis and M. Darch re privacy concerns (.3).
04/27/23	Noah Z. Sosnick	0.80	Review and analyze issues re sale diligence (.5); correspond with S. Toth, K&E team re same (.3).
04/27/23	Steve Toth	0.60	Analyze correspondence re carve out matters (.4); correspond with D. Lewis, K&E team re same (.2).
04/27/23	Carolina I. Velarde	0.50	Research and analyze potential buyer for clean team designation.
04/27/23	Jessica M. Yeh	1.50	Analyze, markup asset purchase agreement.
04/27/23	Mary Catherine Young	0.40	Correspond with Kroll, K&E team re auction notice.
04/27/23	Tanzila Zomo	1.00	Research case law re sales procedures.

Legal Services for the Period Ending April 30, 2023

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Invoice Number: 1050079723

Bed Bath and Beyond Inc.

Matter Number: 53510-10

Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Allison Azarloza	3.10	Revise draft of asset purchase agreement (1.8); draft non-solicit language for non-disclosure agreement (.8); revise and compile non-disclosure agreements (.5).
04/28/23	Matt Darch	2.70	Review and revise asset purchase agreement (2.0); correspond with S. Toth, K&E team re same (.2); prepare for and attend telephone conference with Lazard team re sale process (.5).
04/28/23	Ross J. Fiedler	0.90	Correspond with Company advisors re sale issues (.4); telephone conference with S. Toth, K&E team and Lazard team re same (.5).
04/28/23	Susan D. Golden	0.50	Coordinate auction notice for publication in New York Times (.3); correspond with N. Sosnick and M. Young re same (.2).
04/28/23	Derek I. Hunter	0.20	Correspond with S. Toth, K&E team, Lazard team re marketing process.
04/28/23	Daniel Lewis, P.C.	3.30	Review, analyze diligence issues (.3); conference with S. Toth, K&E team and Lazard team re same (.7); review, analyze privacy matters (.7); telephone conference with K. Risko, K&E team re same (.3); review, analyze asset purchase agreement (1.0); conference with S. Toth, K&E team re same (.3).
04/28/23	Peter Liskanich	0.70	Review, revise NDAs (.3); discuss asset purchase agreement with Lazard team (.4).
04/28/23	Kyla Risko	4.50	Revise purchase agreement (2.1); telephone conference with D. Lewis and M. Darch re privacy considerations (.3); research California state privacy exemptions for bankruptcy (2.1).
04/28/23	Kyla Risko	1.00	Telephone conference with Lazard team re marketing process.
04/28/23	Noah Z. Sosnick	2.30	Review and analyze issues re sale process diligence (.5); correspond with K&E team, Lazard team re same (.3); telephone conference with Lazard team re same (.7); correspond with S. Golden, Alix team re publication of sale notice (.5); review and revise materials re same (.2); telephone conference with Kroll team re same (.1).
04/28/23	Steve Toth	0.80	Telephone conference with Lazard and K&E teams re sale process diligence matters.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079723

Bed Bath and Beyond Inc.

Matter Number:

53510-10

Asset Sales/Section 363/Use, Sale & Disp

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Carolina I. Velarde	0.10	Review and analyze document for competitively sensitive information and clean team designation.
04/28/23	Jessica M. Yeh	0.50	Analyze and comment on asset purchase agreement (.3); telephone conference with Lazard team re same (.2).
04/28/23	Mary Catherine Young	1.90	Coordinate publication of auction notice (1.2); telephone conference with Lazard team re sale process (.7).
04/29/23	Allison Azarloza	0.50	Analyze, revise asset purchase agreement.
04/29/23	Daniel Lewis, P.C.	0.50	Review, analyze asset purchase agreement (.3); correspond with K&E team re same (.2).
04/29/23	Peter Liskanich	1.00	Review and revise APA.
04/30/23	Carolina I. Velarde	0.10	Review and analyze documents for competitively sensitive information and clean team designation.
Total		94.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079724

Client Matter: 53510-11

In the Matter of Executory Contracts & Unexpired Leases

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 153,295.00

Total legal services rendered

\$ 153,295.00

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079724

Bed Bath and Beyond Inc.

Matter Number:

53510-11

Executory Contracts & Unexpired Leases

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	33.70	995.00	33,531.50
Megan C. Feeney	8.40	735.00	6,174.00
Ross J. Fiedler	10.80	1,245.00	13,446.00
Julia R. Foster	0.50	480.00	240.00
Emily Geier, P.C.	9.80	1,495.00	14,651.00
John Thomas Goldman	1.00	1,745.00	1,745.00
Noelle M. Howard	6.60	735.00	4,851.00
Derek I. Hunter	6.90	1,375.00	9,487.50
Sarah R. Margolis	10.10	995.00	10,049.50
Chris Pavlovich	30.00	995.00	29,850.00
Zak Piech	3.30	735.00	2,425.50
Michael A. Sloman	23.00	885.00	20,355.00
Charles B. Sterrett	5.30	1,155.00	6,121.50
Mary Catherine Young	0.50	735.00	367.50
TOTALS	149.90		\$ 153,295.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Derek I. Hunter	3.90	Conferences with K&E team, Company, advisors re assumption rejection procedures motion.
04/23/23	Sarah R. Margolis	4.00	Review, revise assumption rejection motion (2.5); research precedent re sale procedures motion (.5); telephone conference with C. Sterrett, K&E team, A&G team re lease assumption, rejection (.4); review, analyze lease issues (.5); correspond with C. Sterrett, O. Acuna re same (.1).
04/24/23	Julia R. Foster	0.50	Review and revise notice of hearing re lease rejection.
04/24/23	John Thomas Goldman	1.00	Correspond and telephone conference with R. Fiedler, K&E team re status and real estate plan.
04/24/23	Sarah R. Margolis	4.80	Review, revise assumption rejection motion (3.3); correspond with C. Sterrett re same (.3); correspond with O. Acuna re rejection schedules (.1); correspond with A&G team re same (.2); review, revise lease rejection motion (.5); correspond with C. Sterrett re same (.4).
04/24/23	Mary Catherine Young	0.50	Research re presentation topics re store closing motion.
04/25/23	Olivia Acuna	4.20	Correspond with landlord counsel re leases (2.2); update summary re same (2.0).
04/25/23	Megan C. Feeney	2.00	Correspond with O. Acuna, K&E team re lease rejection order precedents (.5); research re same (.7); draft, revise summary table re same (.3); correspond with C. Pavlovich re sale procedures motion (.2); draft, revise lease rejection summary (.3).
04/25/23	Megan C. Feeney	0.80	Draft schedule re store closing motion, lease rejection motion deadlines.
04/25/23	Ross J. Fiedler	3.30	Telephone conference with C. Pavlovich, M. Sloman re lease sale procedures motion (.4); analyze issues re same (.9); correspond with Company, landlords, O. Acuna, K&E team re lease issues (1.5); analyze same (.5).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079724

Bed Bath and Beyond Inc.

Matter Number:

53510-11

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Emily Geier, P.C.	3.80	Telephone conferences with client re contract and lease treatment issues (1.4); correspond with R. Fiedler, K&E team re leases (1.3); telephone conferences with landlord counter parties (1.1).
04/25/23	Noelle M. Howard	0.90	Conference with O. Acuna re lease workstream (.2); review and analyze lease correspondence (.7).
04/25/23	Chris Pavlovich	4.50	Telephone conference with R. Fiedler, C. Sterrett and J. Black re lease sale motion (.2); research, review issues re same (2.3); draft, revise same (1.6); telephone conference with S. Margolis re lease sale motion (.2); correspond with M. Sloman re same (.2).
04/25/23	Michael A. Sloman	0.10	Correspond with C. Pavlovich re lease sale procedures motion.
04/25/23	Charles B. Sterrett	2.10	Correspond with R. Fiedler, K&E team, Alix, A&G re lease considerations, issues (.8); analyze same (1.3).
04/26/23	Olivia Acuna	10.40	Video conference with D. Hunter, K&E team, A&G team re leases (.3); revise lease summary (3.9); analyze interim orders re lease considerations (.4); analyze precedent lease rejection orders (1.4); draft summary re same (.8); draft lease termination agreement (.5); correspond with M. Feeney, C. Pavlovich re lease rejection summary (.5); correspond with landlords re leases (2.6).
04/26/23	Megan C. Feeney	1.20	Correspond with O. Acuna, K&E team re lease rejection precedent (.4); research re same (.5); draft, revise table re same (.3).
04/26/23	Ross J. Fiedler	2.50	Telephone conference with C. Pavlovich, K&E team and A&G re lease sale procedures (.5); correspond with O. Acuna, K&E team re landlord and lease issues (1.0); review, analyze lease rejection and store closure list (.3); review lease termination agreement (.3); correspond with landlords re lease issues (.4).
04/26/23	Emily Geier, P.C.	4.30	Correspond with R. Fiedler, K&E team re leases (1.6); conference with A&G team re same (.4); telephone conference with lease counterparty counsel (1.4); analyze issues re same (.9).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079724

Bed Bath and Beyond Inc.

Matter Number:

53510-11

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Noelle M. Howard	1.40	Review and analyze lease correspondence (1.0); review and analyze lease summary (.4).
04/26/23	Derek I. Hunter	0.70	Conference with R. Fiedler, K&E team, A&G team re assumption rejection procedures motion draft, discussion and updates.
04/26/23	Sarah R. Margolis	0.90	Office conference with O. Acuna re lease rejection, assumption procedures (.3); review, analyze motion re same (.3); telephone conference with C. Pavlovich re lease procedures (.3).
04/26/23	Chris Pavlovich	7.70	Telephone conference with M. Sloman re lease sale motion (.4); review, revise lease rejection summary and proposed timeline (.9); correspond with M. Sloman re same (.2); telephone conference with R. Fiedler, O. Acuna, M. Sloman, A&G re lease sale motion (.5); research issues re same (1.9); review, revise same (3.2); correspond with M. Sloman re same (.6).
04/26/23	Michael A. Sloman	1.90	Review, analyze incoming landlord requests (.4); draft summary re same (.4); conference with E. Geier, O. Acuna, M. Feeney re lease workstreams (1.1).
04/26/23	Michael A. Sloman	9.60	Draft, revise lease sale procedures motion (3.9); draft, revise lease sale procedures order, procedures (3.9); further draft, revise same (.8); correspond with C. Pavlovich re same (.5); telephone conference with C. Pavlovich, K&E team, Angelo Gordon team re same (.5).
04/27/23	Olivia Acuna	5.10	Correspond with landlord counsel re lease rejection (2.6); correspond with R. Fiedler re same (1.6); conference with C. Pavlovich, K&E team re lease rejections and lease termination agreements (.5); conference with landlord counsel, C. Pavlovich re leases treatment (.4).
04/27/23	Megan C. Feeney	2.00	Telephone conference with O. Acuna, K&E team re lease rejection summary process (.5); draft lease rejection agreements (.6); correspond with O. Acuna, K&E team re lease rejections (.4); draft, revise summary re same (.5).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079724

Bed Bath and Beyond Inc.

Matter Number:

53510-11

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Ross J. Fiedler	3.50	Telephone conference with C. Pavlovich, K&E team and World Market re lease issues (.4); correspond with O. Acuna, K&E team re landlord and lease issues (1.1); review, analyze lease rejection and store closure list (.3); correspond with landlords re lease issues (.4); telephone conferences with landlords, company advisors re same (.5); review, analyze lease sale procedures motion (.5); correspond with C. Pavlovich, K&E team re same (.3).
04/27/23	Noelle M. Howard	2.20	Conference with O. Acuna, K&E lease team re lease rejections and terminations (.5); revise lease objections summary (.7); correspond with various landlords and corresponding counsel re lease status (1.0).
04/27/23	Derek I. Hunter	1.00	Correspond with landlord counsel re inquiries and lease rejection, assumption issues (.3); review, analyze motion, side letters and stipulations re same (.7).
04/27/23	Sarah R. Margolis	0.40	Telephone conference with O. Acuna, K&E team re lease issues.
04/27/23	Chris Pavlovich	6.40	Telephone conference with O. Acuna, K&E team re lease rejections and lease termination agreement (.5); review, revise lease sale motion (3.9); correspond with M. Sloman re same (.8); telephone conference with R. Fiedler, O. Acuna, Goodwin re lease assumption and rejections (.4); prepare for same (.5); correspond with E. Geier, R. Fiedler, K&E team, A&G and Cole Schotz re same (.3).
04/27/23	Zak Piech	0.50	Conference with O. Acuna, K&E team re lease rejection workstream.
04/27/23	Michael A. Sloman	1.60	Telephone conference with O. Acuna, K&E team re lease workstreams (.5); draft lease termination agreements (.7); review inbound lease requests (.3); correspond with C. Pavlovich, K&E team re same (.1).
04/27/23	Michael A. Sloman	5.50	Draft, revise lease sale motion and order (2.1); draft, revise exhibits re same (3.4).
04/27/23	Charles B. Sterrett	2.00	Review, analyze issues re lease, contract rejection (1.2); correspond with O. Acuna, K&E team re same (.8).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079724

Bed Bath and Beyond Inc.

Matter Number:

53510-11

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Olivia Acuna	3.90	Revise summary re lease termination agreements (1.0); correspond with A&G team, C. Pavlovich re lease termination agreements (.6); telephone conference with C. Pavlovich re lease termination agreements (.4); correspond with landlords re lease rejection matters (1.9).
04/28/23	Megan C. Feeney	0.50	Correspond with O. Acuna, K&E team re lease rejection summary (.1); draft, revise re same (.4).
04/28/23	Emily Geier, P.C.	1.70	Correspond with R. Fiedler, K&E team and landlords re lease matters.
04/28/23	Noelle M. Howard	1.30	Draft lease termination agreements (.5); review and analyze lease correspondence (.4); revise lease summary (.4).
04/28/23	Derek I. Hunter	0.70	Correspond with landlord counsel re inquiries and lease rejection, assumption issues (.2); review, analyze motion, side letters and stipulations re same (.5).
04/28/23	Chris Pavlovich	7.20	Review, revise lease sale motion, exhibits (3.2); correspond with M. Sloman re same (.3); correspond with E. Geier, R. Fiedler, K&E team, A&G and Cole Schotz re lease termination agreements (.3); correspond with landlord counsel re lease rejection motion (2.7); research, analyze re same (.7).
04/28/23	Zak Piech	1.40	Analyze issues re lease rejection inquiry (.6); draft lease rejection letter re same (.8).
04/28/23	Michael A. Sloman	0.20	Draft lease termination agreements.
04/28/23	Michael A. Sloman	3.60	Revise lease sale procedures motion, order and exhibits re same.
04/28/23	Charles B. Sterrett	1.20	Review, analyze lease, landlord issues (.6); correspond with R. Fiedler, K&E team re same (.6).
04/29/23	Olivia Acuna	1.00	Correspond with A&G team re leases (.6); correspond with landlord counsel re same (.4).
04/29/23	Derek I. Hunter	0.20	Correspond with landlord counsel re inquiries and lease rejection, assumption issues (.1); review, analyze motion, side letters and stipulations re same (.1).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079724

Bed Bath and Beyond Inc.

Matter Number:

53510-11

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/23	Chris Pavlovich	0.50	Correspond with D. Hunter, K&E team, A&G, various landlords re lease rejection motion.
04/30/23	Olivia Acuna	9.10	Draft notice of lease rejection (3.9); revise same (3.9); correspond with R. Fiedler, K&E team re same (.3); revise summary re lease issues (1.0).
04/30/23	Megan C. Feeney	1.90	Correspond with O. Acuna, K&E team re lease rejections (.4); draft, revise lease rejection terminations (1.3); draft, revise summary re same (.2).
04/30/23	Ross J. Fiedler	1.50	Correspond with O. Acuna, K&E team re lease issues (.5); review termination letter (.2); coordinate rejection, termination and surrender of lease premises (.5); review lease sale procedures motion (.3).
04/30/23	Noelle M. Howard	0.80	Draft lease rejection letters.
04/30/23	Derek I. Hunter	0.40	Correspond with O. Acuna, K&E team re lease analyses and rejections.
04/30/23	Chris Pavlovich	3.70	Review, revise lease sale motion (1.2); review, revise lease rejection summary (.7); draft, revise lease rejection correspondence (1.1); correspond and telephone conference with O. Acuna, K&E team re same (.7).
04/30/23	Zak Piech	1.40	Draft lease rejection letters (1.3); correspond with O. Acuna, C. Pavlovich re same (.1).
04/30/23	Michael A. Sloman	0.50	Draft lease rejection letters.
Total		149.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079725

Client Matter: 53510-12

In the Matter of Business Operations

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 5,202.00

Total legal services rendered

\$ 5,202.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.30	995.00	298.50
Zak Read	4.00	735.00	2,940.00
Charles B. Sterrett	1.70	1,155.00	1,963.50
TOTALS	6.00		\$ 5,202.00

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079725

Bed Bath and Beyond Inc.

Matter Number:

53510-12

Business Operations

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Olivia Acuna	0.30	Video conference with C Street, Alix team re customer programs.
04/27/23	Zak Read	4.00	Research, analyze case law re treatment of customer programs (1.9); review Company policies re same (.7); draft summary re same (.7); review, revise same (.4); correspond with C. Sterrett re same (.2); correspond with D. Hunter, K&E team re same (.1).
04/27/23	Charles B. Sterrett	1.70	Research, analyze customer programs issues.
Total		6.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079726

Client Matter: 53510-13

In the Matter of Claims Administration

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 18,079.00

Total legal services rendered

\$ 18,079.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jacob E. Black	10.10	885.00	8,938.50
Derek I. Hunter	0.30	1,375.00	412.50
Zak Piech	11.30	735.00	8,305.50
Tanzila Zomo	1.30	325.00	422.50
TOTALS	23.00		\$ 18,079.00

Legal Services for the Period Ending April 30, 2023

Document Page 84 of 159

Invoice Number:

1050079726

Bed Bath and Beyond Inc.

Matter Number:

53510-13

Claims Administration

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Jacob E. Black	0.50	Conference with R. Fiedler and K&E team re bar date motion.
04/26/23	Jacob E. Black	0.20	Conference and correspond with Z. Piech re bar date motion.
04/26/23	Zak Piech	0.40	Research re bar date motion precedent (.3); correspond with R. Fiedler, K&E team re same (.1).
04/27/23	Jacob E. Black	4.70	Draft, revise bar date motion (3.1); analyze, evaluate precedent re same (1.6).
04/27/23	Derek I. Hunter	0.30	Correspond with J. Black, K&E team re claims noticing and bar date process considerations.
04/27/23	Zak Piech	7.80	Analyze precedent re bar date motion (2.7); telephone conferences with J. Black re same (.6); correspond with R. Fiedler, K&E team, Cole Schotz re bar date motion (.4); telephone conference with Cole Schotz re same (.1); draft summary re precedent re administrative bar date timelines (3.2); draft bar date motion (.8).
04/27/23	Tanzila Zomo	1.30	Draft motion re bar date.
04/28/23	Jacob E. Black	4.70	Draft, revise bar date motion (3.8); correspond with Z. Piech re same (.3); evaluate, analyze precedent re same (.6).
04/28/23	Zak Piech	3.10	Draft bar date motion (2.8); telephone conference with J. Black re same (.2); conference with J. Black, N. Sosnick re same (.1).
Total		23.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079727

Client Matter: 53510-14

In the Matter of Schedules and Statements (SOFAs)

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 442.50

Total legal services rendered

\$ 442.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.30	1,475.00	442.50
TOTALS	0.30		\$ 442.50

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079727

Bed Bath and Beyond Inc.

Matter Number:

53510-14

Schedules and Statements (SOFAs)

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Susan D. Golden	0.30	Correspond with E. Jones re redaction of information in schedules and statements.
Total		0.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079728

Client Matter: 53510-15

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 10,052.50

Total legal services rendered

\$ 10,052.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Max M. Freedman	0.90	885.00	796.50
Emily Geier, P.C.	2.00	1,495.00	2,990.00
Derek I. Hunter	1.20	1,375.00	1,650.00
Sarah R. Margolis	0.40	995.00	398.00
Zak Piech	2.20	735.00	1,617.00
Zak Read	0.20	735.00	147.00
Josh Sussberg, P.C.	1.20	2,045.00	2,454.00
TOTALS	8.10		\$ 10,052.50

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079728

Bed Bath and Beyond Inc.

Matter Number:

53510-15

Creditor and Stakeholder Communications

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Josh Sussberg, P.C.	0.20	Correspond with stakeholders re inquiries.
04/25/23	Max M. Freedman	0.90	Correspond with C. Sterrett, O. Acuna, C Street re customer communications.
04/25/23	Emily Geier, P.C.	0.40	Correspond with creditors re inquiries.
04/25/23	Zak Piech	1.00	Analyze issue re publication of NOL motion notice (.8); correspond with C. Sterrett, S. Golden re same (.2).
04/25/23	Josh Sussberg, P.C.	0.30	Correspond with creditors re inquiries.
04/26/23	Derek I. Hunter	0.40	Telephone conference with K&E team, A. Roth re customer program dates.
04/26/23	Zak Piech	1.00	Revise draft publication of notice of NOL interim order (.7); correspond with C. Sterrett, K&E team re same (.3).
04/26/23	Josh Sussberg, P.C.	0.50	Conference with creditor counsel re creditor inquiry (.1); correspond with creditors re status (.3); correspond with K&E team re creditor outreach protocol (.1).
04/27/23	Emily Geier, P.C.	0.80	Telephone conference with interested party re inquiry.
04/27/23	Derek I. Hunter	0.80	Correspond with various stakeholders re case inquiries.
04/27/23	Sarah R. Margolis	0.40	Telephone conference with creditor re gift cards.
04/27/23	Zak Read	0.20	Correspond with O. Acuna, K&E team re critical lien claims inquiries.
04/27/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re inquiries.
04/28/23	Emily Geier, P.C.	0.80	Correspond with creditors re inquiries.
04/28/23	Zak Piech	0.20	Correspond with C. Sterrett, K&E team re NOL interim order notice.
04/28/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re inquiries.
Total		8.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079729

Client Matter: 53510-16

In the Matter of U.S. Trustee Matters and Communication

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 1,395.00

Total legal services rendered

\$ 1,395.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ross J. Fiedler	0.40	1,245.00	498.00
Emily Geier, P.C.	0.60	1,495.00	897.00
TOTALS	1.00		\$ 1,395.00

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079729

Bed Bath and Beyond Inc.

Matter Number:

53510-16

U.S. Trustee Matters and Communication

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Emily Geier, P.C.	0.60	Correspond with U.S. Trustee, K&E team re creditor list and related matters.
04/28/23	Ross J. Fiedler	0.40	Telephone conference with U.S. Trustee re update, second day matters.
Total		1.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079730

Client Matter: 53510-17

In the Matter of Hearings

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 81,596.00

Total legal services rendered

\$ 81,596.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	2.90	995.00	2,885.50
Amy Donahue	2.80	480.00	1,344.00
Megan C. Feeney	2.80	735.00	2,058.00
Ross J. Fiedler	3.50	1,245.00	4,357.50
Julia R. Foster	2.90	480.00	1,392.00
Max M. Freedman	2.30	885.00	2,035.50
Emily Geier, P.C.	3.50	1,495.00	5,232.50
Rachel Golden	2.80	735.00	2,058.00
Jacqueline Hahn	3.60	325.00	1,170.00
Samantha Helgason	2.50	885.00	2,212.50
Elizabeth Hilton	3.20	885.00	2,832.00
Noelle M. Howard	2.00	735.00	1,470.00
Richard U. S. Howell, P.C.	3.00	1,620.00	4,860.00
Derek I. Hunter	6.40	1,375.00	8,800.00
Nisha Kanchanapoomi, P.C.	2.00	1,795.00	3,590.00
Sarah R. Margolis	1.80	995.00	1,791.00
Chris Pavlovich	4.00	995.00	3,980.00
Zak Piech	3.00	735.00	2,205.00
Zak Read	0.70	735.00	514.50
Elizabeth M. Roberts	2.50	1,295.00	3,237.50
Gelareh Sharafi	2.80	735.00	2,058.00
Michael A. Sloman	2.90	885.00	2,566.50
Charles B. Sterrett	2.20	1,155.00	2,541.00
Josh Sussberg, P.C.	3.90	2,045.00	7,975.50
Danielle Walker	4.00	325.00	1,300.00
Mary Catherine Young	4.00	735.00	2,940.00
Rachel Young	5.70	735.00	4,189.50
TOTALS	83.70		\$ 81,596.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Olivia Acuna	2.90	Telephonically participate in first day hearing.
04/24/23	Amy Donahue	2.80	Attend first day hearing
04/24/23	Megan C. Feeney	2.80	Telephonically attend first day hearing.
04/24/23	Ross J. Fiedler	3.50	Participate in first day hearing.
04/24/23	Julia R. Foster	2.90	Attend with first day hearing.
04/24/23	Max M. Freedman	2.30	Attend hearing re first day relief.
04/24/23	Emily Geier, P.C.	3.50	Attend and present at first day hearing.
04/24/23	Rachel Golden	2.80	Attend first day hearing.
04/24/23	Jacqueline Hahn	3.60	Assist and attend first day hearing.
04/24/23	Samantha Helgason	2.50	Telephonically attend first day hearing.
04/24/23	Elizabeth Hilton	3.20	Attend first day hearing.
04/24/23	Noelle M. Howard	2.00	Telephonically attend first day hearing.
04/24/23	Richard U. S. Howell, P.C.	3.00	Attend first day hearing.
04/24/23	Derek I. Hunter	6.40	Prepare for first day hearing (3.9); attend first day hearing (2.5).
04/24/23	Nisha Kanchanapoomi, P.C.	2.00	Telephonically attend first day hearings.
04/24/23	Sarah R. Margolis	1.80	Telephonically attend first day hearing.
04/24/23	Chris Pavlovich	4.00	Attend first day hearing.
04/24/23	Zak Piech	3.00	Telephonically attend first day hearing.
04/24/23	Zak Read	0.70	Telephonically attend first day hearing.
04/24/23	Elizabeth M. Roberts	2.50	Attend first day hearing.
04/24/23	Gelareh Sharafi	2.80	Telephonically participate in first day hearing.
04/24/23	Michael A. Sloman	2.90	Telephonically attend first day hearing.
04/24/23	Charles B. Sterrett	2.20	Attend and participate in hearing re first day relief.
04/24/23	Josh Sussberg, P.C.	3.90	Prepare for and attend first day hearing.
04/24/23	Danielle Walker	4.00	Attend and assist with first day hearing.
04/24/23	Mary Catherine Young	4.00	Telephonically attend first day hearing.
04/24/23	Rachel Young	5.70	Attend first day hearing.
Total		83.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079731

Client Matter: 53510-18

In the Matter of Insurance and Surety Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 6,835.00

Total legal services rendered

\$ 6,835.00

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079731

Bed Bath and Beyond Inc.

Matter Number:

53510-18

Insurance and Surety Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.50	995.00	497.50
Noelle M. Howard	0.50	735.00	367.50
Derek I. Hunter	0.80	1,375.00	1,100.00
William T. Pruitt	2.60	1,550.00	4,030.00
Zak Read	0.30	735.00	220.50
Michael A. Sloman	0.70	885.00	619.50
TOTALS	5.40		\$ 6,835.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	William T. Pruitt	0.50	Analyze bankruptcy filing and implications for D&O insurance (.3); correspond with broker and D. Hunter re same (.2).
04/24/23	Zak Read	0.30	Review insurance, lienholders motions re U.S. Trustee comments (.2); correspond with R. Fiedler, K&E team re same (.1).
04/25/23	William T. Pruitt	0.70	Telephone conference with K&E team, D. Hunter re insurance issues (.4); correspond with insurer re next steps on D&O tail (.3).
04/26/23	Derek I. Hunter	0.80	Correspond with W. Pruitt, K&E team re D&O tail endorsement and work in process.
04/26/23	William T. Pruitt	0.70	Telephone conference with primary insurer re tail endorsement language.
04/27/23	William T. Pruitt	0.50	Analyze insurance and automatic stay issues (.3); telephone conference with Company, R. Fiedler, K&E team re same (.2).
04/27/23	Michael A. Sloman	0.70	Telephone conferences with insurers re proposed wages motion order re workers' compensation program.
04/28/23	Olivia Acuna	0.50	Analyze surety bond program (.1); telephone conference with surety provider re same (.3); draft summary of call re same (.1).
04/28/23	Noelle M. Howard	0.50	Conference with O. Acuna, insurance provider re surety bonds (.3); review materials and prepare re same (.2).
04/28/23	William T. Pruitt	0.20	Analyze D&O tail endorsement (.1); correspond with Company re same (.1).
Total		5.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079732

Client Matter: 53510-19

In the Matter of Utilities

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 3,602.00

Total legal services rendered

\$ 3,602.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.50	995.00	497.50
Emily Geier, P.C.	0.70	1,495.00	1,046.50
Rachel Young	2.80	735.00	2,058.00
TOTALS	4.00		\$ 3,602.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Olivia Acuna	0.20	Correspond with R. Young re utilities.
04/26/23	Rachel Young	0.90	Telephone conference with J. Clancey re utilities vendor issue (.2); correspond with AP Services, C. Sterrett re same (.4); correspond with O. Acuna re same (.3).
04/27/23	Olivia Acuna	0.30	Conference with R. Young re utilities.
04/27/23	Emily Geier, P.C.	0.30	Correspond with Company re utilities matters.
04/27/23	Rachel Young	1.20	Correspond with Alix team re utilities exhibit (.4); conference with JR Bryant re same (.2); conference with O. Acuna re utilities inquiry (.2); correspond with utility provider re utilities inquiry (.4).
04/28/23	Emily Geier, P.C.	0.40	Correspond with Company re utilities matters.
04/28/23	Rachel Young	0.70	Correspond with utilities provider re inquiry (.2); correspond with Alix team re supplemental utilities exhibit (.5).
Total		4.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079733

Client Matter: 53510-20

In the Matter of Tax Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 2,128.00

Total legal services rendered

\$ 2,128.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad W. Davis, P.C.	0.70	1,795.00	1,256.50
Ross J. Fiedler	0.70	1,245.00	871.50
TOTALS	1.40		\$ 2,128.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Thad W. Davis, P.C.	0.20	Analyze correspondence re tax issues.
04/28/23	Thad W. Davis, P.C.	0.50	Telephone conference with Lazard re tax attributes.
04/28/23	Ross J. Fiedler	0.40	Telephone conference with advisors re tax matters.
04/30/23	Ross J. Fiedler	0.30	Review, analyze tax issues.
Total		1.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 22, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079734
Client Matter: 53510-21

In the Matter of Case Administration

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 37,692.00

Total legal services rendered

\$ 37,692.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.80	995.00	796.00
Rebecca H. Arnall	0.50	885.00	442.50
Amy Donahue	1.60	480.00	768.00
Megan C. Feeney	1.00	735.00	735.00
Ross J. Fiedler	3.10	1,245.00	3,859.50
Rachel Golden	0.90	735.00	661.50
Stephanie Greco	0.50	1,425.00	712.50
Jacqueline Hahn	1.50	325.00	487.50
Samantha Helgason	0.90	885.00	796.50
Noelle M. Howard	0.90	735.00	661.50
Derek I. Hunter	5.20	1,375.00	7,150.00
Library Business Research	0.50	445.00	222.50
Allison Lullo	0.70	1,410.00	987.00
Sarah R. Margolis	0.80	995.00	796.00
Christian O. Nagler, P.C.	0.30	2,045.00	613.50
Alex D. Pappas	0.50	985.00	492.50
Chris Pavlovich	1.00	995.00	995.00
Zak Piech	0.90	735.00	661.50
Zak Read	0.40	735.00	294.00
Gelareh Sharafi	0.80	735.00	588.00
Michael A. Sloman	0.90	885.00	796.50
Noah Z. Sosnick	0.90	995.00	895.50
Charles B. Sterrett	2.50	1,155.00	2,887.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
Baya Yantren	1.00	985.00	985.00
Mary Catherine Young	11.10	735.00	8,158.50
Rachel Young	0.70	735.00	514.50
Tanzila Zomo	1.00	325.00	325.00
TOTALS	41.10		\$ 37,692.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Mary Catherine Young	0.60	Conference with R. Fiedler, K&E team re work in process.
04/24/23	Rebecca H. Arnall	0.50	Telephone conference with M. Wood re bankruptcy coordination.
04/24/23	Derek I. Hunter	1.40	Telephone conference with R. Fiedler, K&E team, AlixPartners team, Company re Chapter 11 analysis, discussion and updates (.8); telephone conference with R. Fiedler, K&E team re updates, next step and work in progress (.6).
04/24/23	Christian O. Nagler, P.C.	0.30	Correspond with various parties re court hearing.
04/24/23	Josh Sussberg, P.C.	0.10	Conference with J. Easterly re chapter 11 filing matters.
04/25/23	Derek I. Hunter	2.80	Conference with K&E team, R. Fiedler re chapter 11 process (.5); correspond with K&E team re strategy, next step, work in process (2.3).
04/25/23	Mary Catherine Young	5.70	Draft summary re key dates and deadlines (3.6); correspond with R. Fiedler, K&E team re same (.4); revise summary re same (1.7).
04/26/23	Olivia Acuna	0.70	Revise work in process summary (.2); conference with R. Fiedler, K&E team re work in process (.5).
04/26/23	Megan C. Feeney	0.50	Conference with R. Fiedler, K&E team re case status, next steps.
04/26/23	Ross J. Fiedler	1.00	Correspond with Company and Company advisors re case administration.
04/26/23	Ross J. Fiedler	1.10	Telephone conference with D. Hunter, K&E team re case updates (.5); draft high priority workstreams summary (.4); correspond with E. Geier re same (.2).
04/26/23	Rachel Golden	0.50	Conference with R. Fiedler, K&E team re case status, critical workstreams.
04/26/23	Jacqueline Hahn	0.40	Correspond with D. Hunter, K&E team re recently filed pleadings and objections.
04/26/23	Samantha Helgason	0.50	Conference with D. Hunter, K&E team re case status, next steps.
04/26/23	Noelle M. Howard	0.50	Conference with D. Hunter, K&E team re critical workstreams, case status.

Legal Services for the Period Ending April 30, 2023

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Invoice Number:

1050079734

Bed Bath and Beyond Inc.

Matter Number:

53510-21

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Sarah R. Margolis	0.80	Review, revise pleading template (.4); conference with R. Fiedler, K&E team re case status, critical workstreams (.4).
04/26/23	Chris Pavlovich	0.60	Conference with R. Fiedler, K&E team re case status, critical workstreams.
04/26/23	Zak Piech	0.50	Conference with D. Hunter, K&E team re case status, critical workstreams.
04/26/23	Gelareh Sharafi	0.50	Conference with D. Hunter, K&E team re case status, critical workstreams.
04/26/23	Michael A. Sloman	0.60	Conference with R. Fiedler, K&E team re case status updates, next steps.
04/26/23	Noah Z. Sosnick	0.40	Conference with K&E team re case status, critical workstreams.
04/26/23	Charles B. Sterrett	0.40	Review, revise summary re case status, critical deadlines.
04/26/23	Mary Catherine Young	0.50	Conference with R. Fiedler, K&E team re case status, critical workstreams.
04/26/23	Mary Catherine Young	2.20	Revise summary re key dates and deadlines (1.9); correspond with Cole Schotz team re same (.3).
04/26/23	Rachel Young	0.50	Telephone conference with R. Fiedler, K&E team re case status, critical workstreams.
04/26/23	Tanzila Zomo	0.50	Conference with R. Fiedler, K&E team re case status updates.
04/27/23	Olivia Acuna	0.10	Conference with R. Fiedler, K&E team re critical workstreams, case status.
04/27/23	Amy Donahue	0.80	Review diligence documents (.2); conference with R. Fiedler, K&E team re case status, next steps (.5); correspond with Cole Schotz, D. Hunter, K&E team re first day hearing transcript (.1).
04/27/23	Megan C. Feeney	0.50	Conference with R. Fiedler, K&E Team re case status, critical workstreams.
04/27/23	Ross J. Fiedler	0.50	Telephone conference with D. Hunter, K&E team re case updates.
04/27/23	Rachel Golden	0.40	Conference with R. Fiedler, K&E team re case status, critical workstreams.
04/27/23	Stephanie Greco	0.50	Correspond with various parties re information sharing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Jacqueline Hahn	0.60	Conference with R. Fiedler, K&E team re case status, next steps (.5); correspond with D. Hunter K&E team re recently filed pleadings (.1).
04/27/23	Samantha Helgason	0.40	Conference with R. Fiedler, K&E team re critical workstreams, case status.
04/27/23	Noelle M. Howard	0.40	Conference with R. Fiedler, K&E team re critical workstreams, case status.
04/27/23	Derek I. Hunter	1.00	Telephone conference with R. Fiedler, K&E team re case updates (.5); review, analyze summary re same (.3); correspond with R. Fiedler, K&E team re case timeline re same (.2).
04/27/23	Allison Lullo	0.70	Conference with J. Kasulis, K&E team re case strategy and next steps (.5); correspond with Company re document presentation notice (.2).
04/27/23	Alex D. Pappas	0.50	Conference with J. Kasulis and K&E team re case status.
04/27/23	Chris Pavlovich	0.40	Telephone conference with R. Fiedler, K&E team re critical workstreams, case status.
04/27/23	Zak Piech	0.40	Conference with C. Sterrett, K&E team re critical workstreams, case status.
04/27/23	Zak Read	0.40	Conference with R. Fiedler, K&E team re critical workstreams, case status.
04/27/23	Gelareh Sharafi	0.30	Conference with D. Hunter, K&E team re critical workstreams, case status.
04/27/23	Michael A. Sloman	0.30	Conference with R. Fiedler, K&E team re case status updates, next steps.
04/27/23	Noah Z. Sosnick	0.50	Conference with R. Fiedler, K&E team re case status, critical workstreams.
04/27/23	Charles B. Sterrett	0.40	Conference with R. Fiedler, K&E team re critical workstreams, next steps.
04/27/23	Josh Sussberg, P.C.	0.10	Attend team meeting.
04/27/23	Baya Yantren	1.00	Analyze case background materials (.6); telephone conference with K&E team re same (.4).
04/27/23	Mary Catherine Young	2.10	Draft summary re case status, critical workstreams (1.3); revise same (.4); conference with R. Fiedler, K&E team re same (.4).

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079734

Bed Bath and Beyond Inc.

Matter Number:

53510-21

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/27/23	Rachel Young	0.20	Conference with R. Fiedler, K&E team re case status, next steps.
04/27/23	Tanzila Zomo	0.50	Conference with R. Fiedler, K&E team re case status updates, critical workstreams.
04/28/23	Amy Donahue	0.80	Review, organize diligence documents.
04/28/23	Ross J. Fiedler	0.50	Correspond with company advisors re ongoing case administration and key deadlines.
04/28/23	Jacqueline Hahn	0.50	Compile and circulate recently filed pleadings to D. Hunter, K&E team.
04/28/23	Library Business Research	0.50	Analyze news and social media re Bed Bath & Beyond.
04/28/23	Charles B. Sterrett	1.10	Review, revise summary re case status, critical workstreams.
04/29/23	Charles B. Sterrett	0.60	Conference with R. Fiedler, K&E team re deal status, critical workstreams (.5); correspond with R. Fiedler, K&E team re same (.1).
Total		41.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 22, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079735

Client Matter: 53510-22

In the Matter of Retention – K&E

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 9,394.50

Total legal services rendered

\$ 9,394.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	3.60	995.00	3,582.00
Michael Y. Chan	1.00	365.00	365.00
Ross J. Fiedler	0.30	1,245.00	373.50
Susan D. Golden	0.50	1,475.00	737.50
Eric Nyberg	7.00	315.00	2,205.00
Zak Piech	0.60	735.00	441.00
Zak Read	0.10	735.00	73.50
Mary Catherine Young	2.20	735.00	1,617.00
TOTALS	15.30		\$ 9,394.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/24/23	Eric Nyberg	5.50	Analyze disclosures re creditors/entities (3.9); review analysis re same (1.6).
04/24/23	Zak Piech	0.50	Research re K&E retention workstream.
04/24/23	Zak Read	0.10	Correspond with O. Acuna re parties in interest list.
04/25/23	Susan D. Golden	0.50	Revise interim compensation motion (.4); correspond with S. Margolis re same (.1).
04/25/23	Eric Nyberg	1.50	Analyze disclosures re creditors/entities.
04/27/23	Olivia Acuna	0.40	Correspond with R. Fiedler, M. Young re billing memorandum.
04/27/23	Olivia Acuna	0.60	Correspond with K&E team, D. Hunter re post-petition invoicing matters.
04/27/23	Ross J. Fiedler	0.30	Correspond with O. Acuna, K&E team re post-petition invoicing matters.
04/27/23	Zak Piech	0.10	Correspond with O. Acuna, K&E team re parties in interest list.
04/27/23	Mary Catherine Young	1.20	Draft, revise billing memorandum.
04/28/23	Olivia Acuna	1.10	Correspond with S. Margolis, Z. Read re retention schedules (.2); correspond with conflicts team re same (.1); analyze conflicts reports (.8).
04/28/23	Michael Y. Chan	1.00	Draft schedule 1 re retention applications.
04/29/23	Olivia Acuna	1.30	Analyze conflicts reports (.6); revise schedule 1 (.5); correspond with Z. Read re same (.2).
04/30/23	Olivia Acuna	0.20	Correspond with S. Margolis re parties in interest list.
04/30/23	Mary Catherine Young	1.00	Revise K&E retention application.
Total		15.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 22, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079736

Client Matter: 53510-23

In the Matter of Retention – Non-K&E

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 47,083.50

Total legal services rendered

\$ 47,083.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Julia R. Foster	1.50	480.00	720.00
Derek I. Hunter	0.20	1,375.00	275.00
Sarah R. Margolis	24.10	995.00	23,979.50
Zak Piech	8.70	735.00	6,394.50
Zak Read	9.60	735.00	7,056.00
Gelareh Sharafi	9.30	735.00	6,835.50
Charles B. Sterrett	1.10	1,155.00	1,270.50
Danielle Walker	1.70	325.00	552.50
TOTALS	56.20		\$ 47,083.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Sarah R. Margolis	1.00	Revise retention applications.
04/23/23	Gelareh Sharafi	0.20	Analyze Kroll retention application re U.S. Trustee comments.
04/24/23	Sarah R. Margolis	2.10	Review, revise administrative fee motion (1.8); correspond with C. Sterrett re same (.1); correspond with D. Hunter, C. Sterrett re retention applications (.1); review, analyze Kroll retention application (.1).
04/24/23	Zak Read	0.40	Review correspondence from S. Margolis re A&G, AlixPartners retention applications (.2); review engagement letters re same (.2).
04/24/23	Gelareh Sharafi	0.10	Review, analyze Deloitte retention application.
04/25/23	Sarah R. Margolis	9.50	Correspond with O. Acuna re parties in interest list (.1); review, revise Kroll retention application (1.5); correspond with G. Sharafi re same (.3); review, revise A&G retention application (1.6); correspond with Z. Read re same (.2); correspond with D. Hunter, S. Golden re administrative fee motion (.1); correspond with Cole Schotz team re same (.1); correspond with Z. Piech re KPMG retention application (.3); correspond with KPMG re same (.3); review, revise administrative fee motion (2.0); correspond with C. Sterrett re retention of professionals (.2); review, analyze DIP budget re ordinary course professional fees (1.5); correspond with Alix team re same (.1); correspond with Alix team re parties in interest list (.2); correspond with R. Fiedler, D. Hunter re administrative fee motion (.3); telephone conference with G. Sharafi re Kroll retention application (.3); review, revise same (.3); correspond with M. Freedman re bankruptcy professionals (.1).
04/25/23	Zak Piech	2.50	Research re auditor retention application (1.5); draft same (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Zak Read	3.00	Review, revise A&G retention application (2.2); correspond with S. Margolis re same (.2); correspond with C. Sterrett, K&E team re same (.1); revise tracker re retention applications (.4); correspond with S. Margolis re same (.1).
04/25/23	Gelareh Sharafi	2.20	Review, revise Kroll retention application (1.2); review, analyze considerations re same (1.0).
04/25/23	Danielle Walker	1.70	Draft KPMG retention application.
04/26/23	Julia R. Foster	1.50	Prepare redline re Kroll retention application (.3); review and revise ordinary course professional motion (.8); prepare redline re same (.4).
04/26/23	Sarah R. Margolis	4.00	Correspond with Z. Piech re KPMG retention application (.2); correspond with Z. Read re retention summary (.2); review, revise same (.2); correspond with Cole Schotz team re parties in interest list (.2); correspond with G. Sharafi re Deloitte retention application (.4); review, revise same (.3); correspond with A&G re retention application (.2); review, revise Kroll application (2.0); correspond with G. Sharafi re same (.1); correspond with R. Golden re same (.1); correspond with C. Sterrett re same (.1).
04/26/23	Zak Piech	4.10	Revise draft of non-K&E retention application summary (.3); research re auditor retention application considerations (1.1); draft auditor retention application (2.6); correspond with S. Margolis re same (.1).
04/26/23	Zak Read	2.50	Review, revise A&G retention application (.4); correspond with A&G re same (.1); correspond with S. Margolis, K&E team re same (.2); revise tracker re same (.7); correspond with S. Margolis, K&E team re same (.1); correspond with M. Koch re same (.1); correspond with G. Sharafi re same (.1); correspond with Z. Piech re same (.1); correspond with D. Hunter, K&E team re same (.1); conference with R. Fiedler, K&E team re work in process (.5); correspond with AlixPartners re retention application (.1).

Legal Services for the Period Ending April 30, 2023

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Bed Bath and Beyond Inc.

Invoice Number:

1050079736

Retention – Non-K&E

Matter Number:

53510-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Gelareh Sharafi	4.60	Review, revise Kroll retention application (1.3); analyze considerations re same (.7); revise Kroll retention application per U.S. Trustee comments (1.0); correspond with S. Margolis, C. Sterrett re Kroll and Deloitte retention applications and engagement letters (.5); revise Deloitte retention application (1.1).
04/27/23	Derek I. Hunter	0.20	Correspond with S. Margolis, K&E team, H. Etlin and various professionals re non-K&E retention issues.
04/27/23	Sarah R. Margolis	4.00	Review, revise ordinary course professionals motion (1.5); correspond with Z. Piech re same (.5); correspond with Company re various ordinary course professionals employment considerations (.2); correspond with ordinary course professionals re same (.2); correspond with R. Fiedler, C. Sterrett re same (.3); correspond with Z. Read re Alix retention application (.3); correspond with Cole Schotz re retained professionals (.3); correspond with Z. Piech re KPMG retention application (.2); correspond with H. Etlin re professionals re ordinary course professional motion (.2); correspond with G. Sharafi re Kroll retention application (.2); correspond with Alix re parties in interest list (.1).
04/27/23	Zak Piech	1.50	Revise ordinary course professionals motion.
04/27/23	Zak Read	0.50	Review bankruptcy rules, local rules re debtor professionals retention (.1); correspond with Alix re same (.1); review correspondence from S. Margolis re same (.1); correspond with S. Margolis, K&E team re non-K&E professional retention application status (.2).
04/27/23	Gelareh Sharafi	2.20	Review, revise Kroll retention application (.7); review, analyze considerations re same (.4); review, revise Deloitte retention application (.3); correspond with S. Margolis re same (.3); revise Kroll retention application (.4); correspond with Kroll team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Sarah R. Margolis	2.90	Correspond with Z. Piech re ordinary course professional motion (.2); correspond with C. Sterrett re non-K&E professional retention applications (.2); correspond with Company, Alix team re ordinary course professional motion (.3); correspond with Z. Read re schedules re non-K&E professional retention applications (.2); correspond with Lazard re parties in interest list (.1); correspond with KPMG re retention application (.3); correspond with D. Hunter re retention of non-K&E professionals (.1); review, revise ordinary course professional motion (1.3); review, analyze considerations re same (.2).
04/28/23	Zak Piech	0.60	Revise ordinary course professionals retention motion.
04/28/23	Zak Read	1.90	Correspond with S. Margolis re non-K&E professionals retention applications, parties in interest list (.1); review, analyze parties in interest list (.8); revise retention schedule re same (.7); correspond with O. Acuna, K&E team re same (.3).
04/28/23	Charles B. Sterrett	1.10	Review non-K&E professional retention applications, related summary (.8); correspond with S. Margolis re same (.3).
04/29/23	Sarah R. Margolis	0.60	Review, revise ordinary course professional motion.
04/29/23	Zak Read	1.30	Correspond with O. Acuna, K&E team re non-K&E professionals retention considerations (.2); review, revise retention schedules re same (.8); correspond with debtor professionals re same (.3).
Total		56.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 22, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079737

Client Matter: 53510-24

In the Matter of Vendor Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 20,021.50

Total legal services rendered

\$ 20,021.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	5.20	995.00	5,174.00
Ross J. Fiedler	7.90	1,245.00	9,835.50
Noelle M. Howard	1.40	735.00	1,029.00
Derek I. Hunter	1.40	1,375.00	1,925.00
Zak Piech	1.50	735.00	1,102.50
Mary Catherine Young	1.30	735.00	955.50
TOTALS	18.70		\$ 20,021.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Ross J. Fiedler	2.00	Telephone conferences with Company, Ryder re vendor issues (.7); analyze considerations re same (.3); correspond with Company and Company advisors re vendor issues (1.0).
04/25/23	Derek I. Hunter	0.70	Conference with K&E team, Company, advisors re vendor matters, case updates.
04/26/23	Ross J. Fiedler	1.20	Telephone conference with O. Acuna, K&E team re first day vendors order (.5); correspond with O. Acuna, K&E team and Company re Ryder, vendor issues (.4); analyze same (.3).
04/26/23	Mary Catherine Young	0.50	Review, analyze correspondence re vendor inquiries.
04/27/23	Olivia Acuna	2.00	Correspond with N. Howard, R. Fiedler, C. Sterrett re vendor inbounds (.3); correspond with vendors re same (1.7).
04/27/23	Ross J. Fiedler	3.00	Correspond with Company and Company advisors re various vendor issues (2.0); telephone conferences with Company and Company advisors re same (.5); analyze issues re same (.5).
04/27/23	Noelle M. Howard	1.40	Draft trade agreement for critical lien holders (1.2); correspond with O. Acuna re same (.2).
04/27/23	Zak Piech	0.60	Draft summary of outstanding communications with vendor counterparties (.5); correspond with O. Acuna re same (.1).
04/28/23	Olivia Acuna	2.90	Telephone conference with C Street team re vendor communications (.2); correspond with C Street team re same (.2); draft summary re vendor inbounds (.6); correspond with C. Sterrett, Z. Piech, K&E team re same (.3); correspond with vendors re same (1.6).
04/28/23	Ross J. Fiedler	1.40	Telephone conferences with Company and Company advisors re vendor matters (1.0); correspond with Company and Company advisors re same (.4).
04/28/23	Derek I. Hunter	0.20	Correspond with R. Fiedler, K&E team, Company re vendor outreach and resolutions.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/28/23	Zak Piech	0.90	Revise summary memorandum of outstanding vendor requests (.4); analyze issues re same (.5).
04/28/23	Mary Catherine Young	0.80	Review, analyze correspondence re vendor inquiries (.4); correspond with O. Acuna, K&E team re same (.4).
04/29/23	Olivia Acuna	0.30	Correspond with vendors re outreach and resolutions.
04/29/23	Derek I. Hunter	0.50	Correspond with R. Fiedler, K&E team, Company re vendor outreach and resolutions.
04/30/23	Ross J. Fiedler	0.30	Correspond with Company and Company advisors re vendor matters.
Total		18.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 22, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079738

Client Matter: 53510-25

In the Matter of Litigation

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 73,511.00

Total legal services rendered

\$ 73,511.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lindsey Beran	7.50	1,415.00	10,612.50
Seth Cohen	20.90	985.00	20,586.50
Sydney Corry	0.50	985.00	492.50
Amy Donahue	0.90	480.00	432.00
Megan C. Feeney	3.30	735.00	2,425.50
Julia R. Foster	0.80	480.00	384.00
Emily Geier, P.C.	1.30	1,495.00	1,943.50
Richard U. S. Howell, P.C.	5.20	1,620.00	8,424.00
Derek I. Hunter	1.20	1,375.00	1,650.00
Jacquelyn M. Kasulis, P.C.	5.40	1,835.00	9,909.00
Jackson Kennedy	0.50	850.00	425.00
Library Factual Research	0.50	445.00	222.50
Song Lin	0.50	515.00	257.50
Allison Lullo	6.40	1,410.00	9,024.00
Casey McGushin	2.50	1,415.00	3,537.50
David M. Nemecek, P.C.	0.30	2,025.00	607.50
Zak Read	0.30	735.00	220.50
David G. Strecker	2.60	850.00	2,210.00
Mary Catherine Young	0.20	735.00	147.00
TOTALS	60.80		\$ 73,511.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Lindsey Beran	2.20	Review and revise work plan and initial documents requests (2.0); conference with J. Kasulis and A. Lullo re same (.2).
04/23/23	Jacquelyn M. Kasulis, P.C.	3.50	Correspond with L. Beran, K&E team and disinterested directors re claims investigation (.8); review, revise draft work plan (.6); review, analyze first day declaration re same (2.1).
04/23/23	Allison Lullo	1.00	Draft work plan (.5); correspond with L. Beran re same (.2); review and analyze first day declaration (.3).
04/23/23	Casey McGushin	2.50	Telephone conference with first day hearing witness re hearing preparation (.8); review and revise draft first day declarations (1.7).
04/23/23	David M. Nemecek, P.C.	0.30	Telephone conference with J. Sussberg re potential litigation.
04/24/23	Lindsey Beran	2.10	Telephone conference with P. Corrie, C. Flaton, J. Foster re status, next steps of claims investigation (.5); conference with J. Kasulis, A. Lullo re next steps (.5); draft work plan (.3); revise same (.1); correspond with D. Hunter, K&E team re document collection(.3); review, analyze first day declaration, first day documents re company decisions, company statements (.4).
04/24/23	Richard U. S. Howell, P.C.	1.30	Review correspondence re open litigation items post bankruptcy filing (.3); telephone conference re potential litigation issues at second day hearing (1.0).
04/24/23	Jacquelyn M. Kasulis, P.C.	0.90	Telephone conference with L. Beran, A. Lullo, K&E team re next claims investigation steps (.6); review, analyze draft legal hold notice (.3).
04/24/23	Allison Lullo	2.00	Conference with Special Committee, L. Beran re investigation strategy and next steps (.5); conference with L. Beran and J. Kasulis re claims investigation (.5); revise document preservation notice (1.0).
04/24/23	David G. Strecker	2.20	Review background information for claims investigation (1.5); draft litigation hold notice (.7).

Legal Services for the Period Ending April 30, 2023

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Invoice Number: 1050079738

Bed Bath and Beyond Inc.

Matter Number: 53510-25

Litigation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Lindsey Beran	2.30	Conference with W. Usatine and M. Sirota re claims investigation, next steps (.5); telephone conference with P. Corrie, C. Flaton and J. Foster, Cole Schotz team re claims investigation updates (.5); research re company board statements (.4); review, analyze same re updated work plan (.2); review, analyze litigation hold (.1); correspond with J. Kasulis, A. Lullo re same (.1); conference with A. Greenspan, L. Richards re prior work product, claims investigation background (.5).
04/25/23	Seth Cohen	4.70	Conference with R. Howell re case status (.8); analyze background materials in advance of stay extension work (3.9).
04/25/23	Amy Donahue	0.60	Review, analyze diligence documents.
04/25/23	Megan C. Feeney	2.80	Research re litigation against Board (2.5); correspond with J. Black re same (.3).
04/25/23	Julia R. Foster	0.80	Research precedent re local lawsuits (.5); correspond with M. Feeney re same (.3).
04/25/23	Richard U. S. Howell, P.C.	2.10	Telephone conference with Company, company advisors re stay issues (1.7); prepare and review correspondence re same (.4).
04/25/23	Jacquelyn M. Kasulis, P.C.	1.00	Conference with company's former counsel re prior claims investigation (.5); conference with Cole Schotz re claims investigation coordination (.5).
04/25/23	Library Factual Research	0.50	Research re commenced litigation.
04/25/23	Allison Lullo	1.50	Conference with L. Beran and board re case status (.7); conference with J. Kasulis, L. Beran and Perkins Coie team re prior investigative matters (.8).
04/25/23	Mary Catherine Young	0.20	Conference with Cole Schotz team re securities class action issue.
04/26/23	Lindsey Beran	0.30	Review, revise updated work plan and send same to independent directors (.1); conference with A. Lullo, J. Kasulis re legal hold, notice recipients (.2).
04/26/23	Seth Cohen	3.20	Analyze indemnification and insurance documents re stay extensions (.9); draft stay extension letters (1.8); analyze police power exception (.5).
04/26/23	Amy Donahue	0.30	Review diligence documents.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Megan C. Feeney	0.50	Correspond with J. Black, K&E team re litigation issues (.2); research re same (.3).
04/26/23	Emily Geier, P.C.	1.30	Correspond with R. Howell, K&E team re litigation matters (.5); telephone conference with R. Howell, K&E team re litigation matters (.8).
04/26/23	Richard U. S. Howell, P.C.	1.20	Telephone conferences with E. Geier, K&E team re post filing litigation issues (.8); draft correspondence re same (.2); revise same (.2).
04/26/23	Derek I. Hunter	0.80	Conference with K&E team, R. Fiedler, Company re litigation matters.
04/26/23	Allison Lullo	1.50	Revise document preservation notice (.5); correspond with L. Beran, J. Kasulis and K&E team re claims investigation and next steps (1.0).
04/27/23	Lindsey Beran	0.30	Conference with A. Lullo, J. Kasulis re legal hold notice, related issues.
04/27/23	Seth Cohen	1.00	Conference with K&E team and Company re stay extension (.7); research precedent re same (.3).
04/27/23	Sydney Corry	0.50	Conference with J. Kennedy, K&E team re claims investigation.
04/27/23	Derek I. Hunter	0.40	Review, analyze litigation complaints (.3); correspond with R. Fiedler, K&E team, company re same (.1).
04/27/23	Jackson Kennedy	0.50	Telephone conference with S. Corry, K&E team re matter background and next steps.
04/27/23	Song Lin	0.50	Conference with J. Kennedy, K&E team re claims investigation.
04/27/23	Zak Read	0.30	Review, analyze adversary proceeding complaint.
04/27/23	David G. Strecker	0.40	Telephone conference with J. Kennedy, K&E team re case background (.3); prepare for same (.1).
04/28/23	Lindsey Beran	0.30	Review, analyze potential list re legal hold recipients (.2); correspond with A. Lullo regarding same (.1).
04/28/23	Richard U. S. Howell, P.C.	0.60	Prepare and review materials re open litigation issues in advance of second day hearing.
04/28/23	Allison Lullo	0.40	Correspond with L. Beran re document collection, scoping interviews.

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079738

Bed Bath and Beyond Inc.

Matter Number:

53510-25

Litigation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/29/23	Seth Cohen	4.00	Draft stay extension (3.4); research re same (.6).
04/30/23	Seth Cohen	8.00	Research re stay extension (3.9); draft stay extension objection (3.0); revise objection (1.1).
Total		60.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 22, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079739

Client Matter: 53510-26

In the Matter of Non-Working Travel

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 17,678.50

Total legal services rendered

\$ 17,678.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Donahue	3.70	480.00	1,776.00
Ross J. Fiedler	1.30	1,245.00	1,618.50
Julia R. Foster	4.10	480.00	1,968.00
Max M. Freedman	0.50	885.00	442.50
Emily Geier, P.C.	0.70	1,495.00	1,046.50
Richard U. S. Howell, P.C.	1.50	1,620.00	2,430.00
Chris Pavlovich	2.50	995.00	2,487.50
Zak Piech	2.00	735.00	1,470.00
Charles B. Sterrett	2.50	1,155.00	2,887.50
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
Danielle Walker	1.00	325.00	325.00
TOTALS	20.40		\$ 17,678.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/23/23	Julia R. Foster	0.30	Travel from New London, CT to New York, NY for first day hearing (billed at half time).
04/23/23	Richard U. S. Howell, P.C.	1.50	Travel from Chicago, IL to New York, NY for first day hearing (billed at half time).
04/24/23	Amy Donahue	1.00	Travel to and from New York, NY to courthouse in Newark, NJ for first day hearing (billed at half time).
04/24/23	Ross J. Fiedler	1.30	Travel to and from first day hearing (billed at half time).
04/24/23	Julia R. Foster	1.00	Travel from New York, NY to Newark, NJ for first day hearing (billed at half time) (.5); travel from Newark, NJ to New York, NY returning from first day hearing (billed at half time) (.5).
04/24/23	Emily Geier, P.C.	0.70	Travel from Newark, NJ to New York, NY returning from first day hearing (billed at half time).
04/24/23	Josh Sussberg, P.C.	0.60	Travel from New York, NY to Newark, NJ for first day hearing (billed at half time).
04/24/23	Danielle Walker	1.00	Travel from New York, NY to Newark, NJ for first day hearing (billed at half time) (.5); travel from Newark, NJ to New York, NY (billed at half time) (.5).
04/25/23	Amy Donahue	2.70	Travel from New York, NY to Chicago, IL returning from first day hearing (billed at half time).
04/25/23	Julia R. Foster	2.80	Travel from New York, NY to Chicago, IL returning from first day hearing (billed at half time).
04/25/23	Max M. Freedman	0.50	Travel from New York, NY to Chicago, IL returning from first day hearing (billed at half time).
04/25/23	Chris Pavlovich	2.50	Travel from New York, NY to Chicago, IL returning from first day hearing (billed at half time).
04/25/23	Zak Piech	2.00	Travel from New York, NY to Chicago, IL returning from first day hearing (billed at half time).

Legal Services for the Period Ending April 30, 2023

Invoice Number: 1050079739

Bed Bath and Beyond Inc.

Matter Number: 53510-26

Non-Working Travel

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/25/23	Charles B. Sterrett	2.50	Travel from New York, NY to Chicago, IL returning from first day hearing (billed at half time).
Total		20.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 22, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079740

Client Matter: 53510-29

In the Matter of Employee and Labor Matters

For legal services rendered through April 30, 2023
(see attached Description of Legal Services for detail)

\$ 6,777.00

Total legal services rendered

\$ 6,777.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matthew Antinossi	1.60	1,895.00	3,032.00
Sooah Kim	3.60	735.00	2,646.00
Steph Matko	0.50	1,495.00	747.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Mary Catherine Young	0.20	735.00	147.00
TOTALS	6.00		\$ 6,777.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/26/23	Steph Matko	0.50	Analyze award agreements (.3); correspond with executive compensation team (.2).
04/26/23	Mary Catherine Young	0.20	Conference with CorVell representative re workers' compensation inquiry.
04/27/23	Matthew Antinossi	1.20	Telephone conference with L. Markoe and P. Deprima re employee benefits issues (1.0); review summary re company employee benefits offerings (.2).
04/27/23	Sooah Kim	2.20	Correspond with M. Antinossi re employee benefits considerations (.2); research and analyze qualified retirement plans (1.5); review and analyze litigation considerations re employee benefits issues (.5).
04/28/23	Matthew Antinossi	0.40	Correspond with Company re employee benefits matters (.1); review research memorandum re same (.3).
04/28/23	Sooah Kim	1.40	Analyze considerations re employee healthcare expenses (.1); research, analyze qualified retirement plan issues (.8); draft summary of research findings (.5).
04/29/23	Josh Sussberg, P.C.	0.10	Correspond with Company re 401K matters.
Total		6.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 23, 2023

Bed Bath and Beyond Inc.
650 Liberty Avenue
Union, NJ 07093

Attn: Arlene Hong

Invoice Number: 1050079741

Client Matter: 53510-30

In the Matter of Expenses

For expenses incurred through April 30, 2023
(see attached Description of Expenses for detail)

\$ 37,152.20

Total expenses incurred

\$ 37,152.20

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	18.00
Standard Copies or Prints	1,168.32
Color Copies or Prints	1,197.90
Local Transportation	89.13
Travel Expense	5,163.97
Airfare	1,148.85
Transportation to/from airport	6,600.47
Travel Meals	404.29
Other Court Costs and Fees	9,732.50
Working Meals/K&E Only	622.75
Westlaw Research	449.69
LexisNexis Research	1,416.28
Overtime Transportation	619.18
Overtime Meals - Non-Attorney	368.83
Overtime Meals - Attorney	1,091.26
Document Services Overtime	350.45
Rental Expenses	5,738.81
Client Electronic Data Storage	971.52
Total	\$ 37,152.20

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/25/23	Zak Piech - Zak Piech, Internet, Chapter 11 filing 04/25/2023	10.00
04/25/23	Charles B. Sterrett - Charles B. Sterrett, Internet, Participate in hearing. 04/25/2023	8.00
	Total	18.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Standard Copies or Prints	2.88
04/23/23	Standard Copies or Prints	47.36
04/23/23	Standard Copies or Prints	86.24
04/23/23	Standard Copies or Prints	46.24
04/23/23	Standard Copies or Prints	136.80
04/23/23	Standard Copies or Prints	0.64
04/23/23	Standard Copies or Prints	43.04
04/23/23	Standard Copies or Prints	119.68
04/23/23	Standard Copies or Prints	1.28
04/23/23	Standard Copies or Prints	113.92
04/24/23	Standard Copies or Prints	4.96
04/24/23	Standard Copies or Prints	29.60
04/24/23	Standard Copies or Prints	226.24
04/24/23	Standard Copies or Prints	16.48
04/24/23	Standard Copies or Prints	23.52
04/24/23	Standard Copies or Prints	131.36
04/24/23	Standard Copies or Prints	90.56
04/25/23	Standard Copies or Prints	18.08
04/25/23	Standard Copies or Prints	11.68
04/25/23	Standard Copies or Prints	0.48
04/25/23	Standard Copies or Prints	0.16
04/26/23	Standard Copies or Prints	15.84
04/27/23	Standard Copies or Prints	1.28
	Total	1,168.32

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Color Copies or Prints	129.25
04/23/23	Color Copies or Prints	7.15
04/23/23	Color Copies or Prints	1.65
04/24/23	Color Copies or Prints	89.10
04/24/23	Color Copies or Prints	127.60
04/24/23	Color Copies or Prints	0.55
04/24/23	Color Copies or Prints	199.65
04/24/23	Color Copies or Prints	620.40
04/25/23	Color Copies or Prints	5.50
04/25/23	Color Copies or Prints	17.05
	Total	1,197.90

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Charles B. Sterrett - Charles B. Sterrett, Taxi, Participate in hearing. 04/23/2023	12.93
04/23/23	Charles B. Sterrett - Charles B. Sterrett, Taxi, Participate in hearing. 04/23/2023	13.94
04/23/23	Amy Donahue - Amy Donahue, Taxi, Bed Bath & Beyond filing/1st day hearing in NY 04/23/2023	13.93
04/23/23	Amy Donahue - Amy Donahue, Taxi, Bed Bath & Beyond filing/1st day hearing in NY 04/23/2023	18.93
04/23/23	Julia R. Foster - Julia R. Foster, Taxi, Bed Bath & Beyond filing/hearing in New York 04/23/2023	29.40
	Total	89.13

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079741

Bed Bath and Beyond Inc.

Matter Number:

53510-30

Expenses

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Chris Pavlovich - Chris Pavlovich, Lodging, New York, NY, Travel to NY to file. 04/23/2023	312.29
04/23/23	Amy Donahue - Amy Donahue, Lodging, New York, Bed Bath & Beyond filing/1st day hearing in NY 04/23/2023	312.29
04/23/23	Max M. Freedman - Max M. Freedman, Lodging, New York, NY, Hotel stay 4-23-23. 04/23/2023	312.29
04/23/23	Julia R. Foster - Julia R. Foster, Lodging, New York, Bed Bath & Beyond filing/hearing in NY 04/23/2023	340.88
04/24/23	Amy Donahue - Amy Donahue, Lodging, New York, Bed Bath & Beyond filing/1st day hearing in NY 04/24/2023	684.08
04/24/23	Chris Pavlovich - Chris Pavlovich, Lodging, New York, NY, Travel to NY to file. 04/24/2023	684.08
04/24/23	Julia R. Foster - Julia R. Foster, Lodging, New York, Bed Bath & Beyond filing/hearing in NY 04/24/2023	524.48
04/24/23	Max M. Freedman - Max M. Freedman, Lodging, New York, NY, Hotel stay 4-24-23. 04/24/2023	684.08
04/25/23	Zak Piech - Zak Piech, Lodging, New York, Chapter 11 filing 04/25/2023	340.88
04/25/23	Zak Piech - Zak Piech, Lodging, New York, Chapter 11 filing 04/25/2023	444.14
04/25/23	Zak Piech - Zak Piech, Lodging, New York, Chapter 11 filing 04/25/2023	524.48
	Total	5,163.97

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079741

Bed Bath and Beyond Inc.

Matter Number:

53510-30

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Julia R. Foster - Julia R. Foster, Agency Fee, Bed Bath & Beyond filing/hearing in NY 04/23/2023	58.00
04/23/23	Julia R. Foster - Julia R. Foster, Rail, Connecticut to NY, Bed Bath & Beyond filing/hearing in NY 04/23/2023	134.00
04/24/23	Chris Pavlovich - Chris Pavlovich, Airfare, Chicago, IL, Travel to NY to file. 04/24/2023	260.95
04/24/23	Amy Donahue - Amy Donahue, Agency Fee, Bed Bath & Beyond filing/1st day hearing in NY 04/24/2023	58.00
04/24/23	Amy Donahue - Amy Donahue, Airfare, Chicago, Bed Bath & Beyond filing/1st day hearing in NY 04/24/2023	260.95
04/24/23	Julia R. Foster - Julia R. Foster, Airfare, Chicago, Bed Bath & Beyond filing/hearing in NY 04/24/2023	260.95
04/24/23	Julia R. Foster - Julia R. Foster, Agency Fee, Bed Bath & Beyond filing/hearing in NY 04/24/2023	58.00
04/25/23	Chris Pavlovich - Chris Pavlovich, Agency Fee, Travel to NY to file. 04/25/2023	58.00
	Total	1,148.85

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/25/23	Zak Piech - Zak Piech, Transportation To/From Airport, Chapter 11 filing 04/25/2023	38.70
04/25/23	Charles B. Sterrett - Charles B. Sterrett, Transportation To/From Airport, Participate in hearing. 04/25/2023	44.53
04/25/23	Charles B. Sterrett - Charles B. Sterrett, Transportation To/From Airport, Participate in hearing. 04/25/2023	65.31
04/25/23	Chris Pavlovich - Chris Pavlovich, Transportation To/From Airport, Travel to NY to file. 04/25/2023	75.31
04/25/23	Julia R. Foster - Julia R. Foster, Transportation To/From Airport, Bed Bath & Beyond filing/hearing in NY 04/25/2023	84.90
04/25/23	Max M. Freedman - Max M. Freedman, Transportation To/From Airport, Taxi from O'Hare airport to Chicago KE office. 04/25/2023	55.20
04/25/23	Max M. Freedman - Max M. Freedman, Transportation To/From Airport, Uber from hotel to LGA airport. 04/25/2023	57.98
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK drop off at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK	531.42
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	461.85
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK drop off at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK	601.00
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK drop off at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK	531.42
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	531.42

Legal Services for the Period Ending April 30, 2023 Invoice Number: 1050079741
 Bed Bath and Beyond Inc. Matter Number: 53510-30
 Expenses

04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK drop off at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK	601.00
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	461.85
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 Joshua A Sussberg pick up at home drop off at EWR Newark Liberty Airport Newark/United Airlines/904 Newark Liberty Airport	821.86
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	461.85
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	461.85
04/28/23	BOSTON COACH CORPORATION - 04/24/2023 JULIA R FOSTER pick up at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK drop off at U.S. FEDERAL COURTHOUSE NEWARK 50 Walnut St NEWARK NJ 07101 NEWARK	531.42
04/30/23	SUNNY'S WORLDWIDE - AMY DONAHUE-LGA-INTERCONTINENTAL NYC BARCLAY 111 EAST 48TH ST NEW YORK NY 10017 04/22/2023	90.80
04/30/23	SUNNY'S WORLDWIDE - AMY DONAHUE-INTERCONTINENTAL BARCLAY 111 EAST 48TH STREET NEW YORK NY 10017-LGA 04/25/2023	90.80
	Total	6,600.47

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Zak Piech - Zak Piech, Travel Meals, New York Chapter 11 filing Zak Piech 04/23/2023	32.00
04/23/23	Charles B. Sterrett - Charles B. Sterrett, Travel Meals, New York, NY Participate in hearing. Charles B. Sterrett 04/23/2023	37.23
04/23/23	Chris Pavlovich - Chris Pavlovich, Travel Meals, New York, NYT Travel to NY to file. Chris Pavlovich 04/23/2023	38.92
04/23/23	Chris Pavlovich - Chris Pavlovich, Travel Meals, New York, NY Travel to NY to file. Chris Pavlovich 04/23/2023	43.92
04/23/23	Amy Donahue - Amy Donahue, Travel Meals, New York Bed Bath & Beyond filing/1st day hearing in NY Amy Donahue 04/23/2023	26.82
04/23/23	Amy Donahue - Amy Donahue, Travel Meals, New York Bed Bath & Beyond filing/1st day hearing in NY Amy Donahue 04/23/2023	38.28
04/23/23	Amy Donahue - Amy Donahue, Travel Meals, New York Bed Bath & Beyond filing/1st day hearing in NY Amy Donahue 04/23/2023	25.97
04/23/23	Julia R. Foster - Julia R. Foster, Travel Meals, New York Bed Bath & Beyond filing/hearing in NY Julia R. Foster 04/23/2023	26.63
04/24/23	Julia R. Foster - Julia R. Foster, Travel Meals, New York Bed Bath & Beyond filing/hearing in NY Julia R. Foster 04/24/2023	13.26
04/25/23	Charles B. Sterrett - Charles B. Sterrett, Travel Meals, New York, NY Participate in hearing. Charles B. Sterrett 04/25/2023	9.79
04/25/23	Chris Pavlovich - Chris Pavlovich, Travel Meals, New York, NY Travel to NY to file. Chris Pavlovich 04/25/2023	18.24
04/25/23	Amy Donahue - Amy Donahue, Travel Meals, New York Bed Bath & Beyond filing/1st day hearing in NY Amy Donahue 04/25/2023	15.31
04/25/23	Max M. Freedman - Max M. Freedman, Travel Meals, New York, NY Travel meal at LGA airport. Max M. Freedman 04/25/2023	12.51
04/25/23	Julia R. Foster - Julia R. Foster, Travel Meals, New York Bed Bath & Beyond filing/hearing in NY Julia R. Foster, Amy Donahue 04/25/2023	45.29
04/25/23	Julia R. Foster - Julia R. Foster, Travel Meals, Chicago Bed Bath & Beyond filing/hearing in NY Julia R. Foster 04/25/2023	20.12
	Total	404.29

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/28/23	Miller Advertising Agency Inc - Miller Advertising - NOL Publication New York Times (Business)	9,732.50
	Total	9,732.50

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079741

Bed Bath and Beyond Inc.

Matter Number:

53510-30

Expenses

Working Meals/K&E Only

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Jacqueline Hahn - Jacqueline Hahn, Working Meal/K and E Only, New York, NY BBB filing prep working meal Jacqueline Hahn, Olivia Acuna 04/23/2023	31.03
04/23/23	Max M. Freedman - Max M. Freedman, Working Meal/K and E Only, New York, NY Lunch at the K&E Office. Max M. Freedman, Noah Z. Sosnick, Mary Catherine Young 04/23/2023	70.56
04/23/23	Rachel Young - Rachel Young, Working Meal/K and E Only, 601 Lexington Ave., NY Dinner at K&E Office, Derek I. Hunter, Ross J. Fiedler, Charles B. Sterrett, Olivia Acuna, Noah Z. Sosnick, Chris Pavlovich, Max M. Freedman, Rachel Golden, Mary Catherine Young, Zak Piech, Julia R. Foster, Amy Donahue 04/23/2023	521.16
	Total	622.75

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Young, Rachel on 4/23/2023	103.92
04/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Cohen, Seth on 4/26/2023	215.72
04/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Read, Zachary on 4/27/2023	130.05
	Total	449.69

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/23/2023 by Clara Mosquera	53.94
04/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/24/2023 by Clara Mosquera	57.77
04/25/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/25/2023 by Clara Mosquera	173.34
04/26/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/26/2023 by Clara Mosquera	192.27
04/27/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/27/2023 by Clara Mosquera	307.76
04/27/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/27/2023 by Noah Sosnick	81.73
04/28/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/28/2023 by Clara Mosquera	192.21
04/29/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/29/2023 by Clara Mosquera	192.25
04/30/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/30/2023 by Clara Mosquera	165.01
	Total	1,416.28

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079741

Bed Bath and Beyond Inc.

Matter Number:

53510-30

Expenses

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab home. 04/23/2023	34.08
04/23/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab home 04/23/2023	34.31
04/23/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab to KE office for preparation and attend filing. 04/23/2023	42.49
04/23/23	Olivia Acuna - Olivia Acuna, Taxi, OT car transfer from office to home. 04/23/2023	12.28
04/23/23	Jacqueline Hahn - Jacqueline Hahn, Taxi, OT Taxi - Home to office (early morning) 04/23/2023	29.80
04/23/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from office to home. 04/23/2023	24.31
04/23/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer to the office. 04/23/2023	20.89
04/23/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Taxi to office - Sunday OT work on client 04/23/2023	19.00
04/24/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Taxi home due late client work in the office on Sunday (4/23/23) 04/24/2023	23.19
04/24/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab to the KE office to attend client meeting 04/24/2023	34.77
04/25/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab home 04/25/2023	34.57
04/25/23	Mary Catherine Young - Mary Catherine Young, Taxi, Overtime transportation for time worked on 4/24. 04/25/2023	13.73
04/25/23	Ross J. Fiedler - Ross J. Fiedler, Taxi, Taxi home due late client work in the office 04/25/2023	23.94
04/25/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer. 04/25/2023	14.38
04/26/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab home 04/26/2023	37.33
04/26/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab to KE office to attend client meeting 04/26/2023	34.72
04/27/23	Derek I. Hunter - Derek I. Hunter, Taxi, OT Cab to KE office 04/27/2023	35.18
04/27/23	Mary Catherine Young - Mary Catherine Young, Taxi, Overtime transportation from office to her home. 04/27/2023	13.99
04/28/23	VITAL TRANSPORTATION SERVICES INC - Walker Danielle - 601 Lexington Avenue to home 04/22/2023	136.22
	Total	619.18

Overtime Meals - Non-Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	GRUBHUB HOLDINGS INC - Walker Danielle 4/23/2023 OT Meal	38.41
04/23/23	GRUBHUB HOLDINGS INC - Hahn Jacqueline 4/23/2023 OT Meal	38.41
04/23/23	GRUBHUB HOLDINGS INC - Hahn Jacqueline 4/22/2023 OT Meal	42.00
04/23/23	GRUBHUB HOLDINGS INC - Walker Danielle 4/23/2023 OT Meal	42.00
04/23/23	GRUBHUB HOLDINGS INC - Hahn Jacqueline 4/22/2023 OT Meal	40.39
04/23/23	GRUBHUB HOLDINGS INC - Walker Danielle 4/22/2023 OT Meal	42.00
04/23/23	GRUBHUB HOLDINGS INC - Zomo Tanzila 4/23/2023 OT Meal	41.62
04/23/23	GRUBHUB HOLDINGS INC - Walker Danielle 4/22/2023 OT Meal	42.00
04/30/23	GRUBHUB HOLDINGS INC - Walker Danielle 4/24/2023 OT Meal	42.00
	Total	368.83

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Derek I. Hunter - Derek I. Hunter, Overtime Meals - Attorney, New York OT Meal for K&E team (Sunday) Derek I. Hunter, Charles B. Sterrett, Rachel Young, Rachel Golden, Chris Pavlovich, Ross J. Fiedler, Noah Z. Sosnick, Olivia Acuna, Michael A. Sloman 04/23/2023	181.50
04/23/23	GRUBHUB HOLDINGS INC - Howard Noelle M. 4/20/2023 OT Meal	36.88
04/23/23	GRUBHUB HOLDINGS INC - Sosnick Noah Z. 4/22/2023 OT Meal	34.28
04/23/23	GRUBHUB HOLDINGS INC - Golden Rachel 4/21/2023 OT Meal	15.97
04/23/23	GRUBHUB HOLDINGS INC - Fiedler Ross J. 4/21/2023 OT Meal	42.00
04/23/23	GRUBHUB HOLDINGS INC - Fiedler Ross J. 4/20/2023 OT Meal	42.00
04/23/23	GRUBHUB HOLDINGS INC - Young Rachel 4/21/2023 OT Meal	15.96
04/23/23	GRUBHUB HOLDINGS INC - Fiedler Ross J. 4/23/2023 OT Meal	31.63
04/23/23	GRUBHUB HOLDINGS INC - Acuna Olivia 4/20/2023 OT Meal	36.89
04/23/23	GRUBHUB HOLDINGS INC - Golden Rachel 4/22/2023 OT Meal	37.38
04/23/23	GRUBHUB HOLDINGS INC - Fiedler Ross J. 4/19/2023 OT Meal	42.00
04/23/23	GRUBHUB HOLDINGS INC - Fiedler Ross J. 4/22/2023 OT Meal	31.63
04/23/23	GRUBHUB HOLDINGS INC - Young Rachel 4/22/2023 OT Meal	37.38
04/23/23	GRUBHUB HOLDINGS INC - Young Rachel 4/23/2023 OT Meal	42.00
04/23/23	GRUBHUB HOLDINGS INC - Golden Rachel 4/20/2023 OT Meal	36.89
04/23/23	GRUBHUB HOLDINGS INC - Freedman Max M. 4/20/2023 OT Meal	29.75
04/23/23	Rachel Young - Rachel Young, Overtime Meals - Attorney, 601 Lexington Ave., NY OT Dinner at the office. Rachel Young 04/23/2023	25.80
04/23/23	Ross J. Fiedler - Ross J. Fiedler, Overtime Meals - Attorney, New York, NY Dinner at the office on Sunday while working on client matter in the office. Ross J. Fiedler 04/23/2023	11.95

Legal Services for the Period Ending April 30, 2023

Invoice Number:

1050079741

Bed Bath and Beyond Inc.

Matter Number:

53510-30

Expenses

04/23/23	Sarah R. Margolis - Sarah R. Margolis, Overtime Meals - Attorney, New York, NY OT meal. Sarah R. Margolis 04/23/2023	40.00
04/24/23	Mary Catherine Young - Mary Catherine Young, Overtime Meals - Attorney, 601 Lexington Ave. OT group dinner at the office. Mary Catherine Young, Charles B. Sterrett, Max M. Freedman, Zak Piech, Chris Pavlovich, Julia R. Foster, Rachel Young, Rachel Golden, Noelle M. Howard, Michael A. Sloman 04/24/2023	132.39
04/27/23	Olivia Acuna - Olivia Acuna, Overtime Meals - Attorney, New York, NY OT meal. Olivia Acuna 04/27/2023	21.67
04/30/23	GRUBHUB HOLDINGS INC - Pavlovich Chris 4/27/2023 OT Meal	42.00
04/30/23	GRUBHUB HOLDINGS INC - Fiedler Ross J. 4/26/2023 OT Meal	42.00
04/30/23	GRUBHUB HOLDINGS INC - Young Mary Catherine 4/27/2023 OT Meal	39.31
04/30/23	GRUBHUB HOLDINGS INC - Young Mary Catherine 4/24/2023 OT Meal	42.00
	Total	1,091.26

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/23/23	Format and revise : Presentation(s)	27.95
04/23/23	Excel format for printing/PDF of : Spreadsheet(s)	20.21
04/23/23	Convert Document : Brief/Pleading(s)	199.09
04/24/23	Format and revise : Brief/Pleading(s)	5.16
04/25/23	Revisions to : Document(s)	46.01
04/25/23	PDF OCR of : Agreement(s)	7.74
04/25/23	Format and revise : Agreement(s)	23.65
04/26/23	Comparison of : Brief/Pleading(s)	17.20
04/28/23	Comparison of : Spreadsheet(s)	3.44
	Total	350.45

Rental Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/26/23	AQUIPT INC - Rental Expenses	2,826.40
04/26/23	AQUIPT INC - Rental Expenses	2,912.41
	Total	5,738.81

Client Electronic Data Storage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/30/23	Electronic Data Storage	971.52
	Total	971.52
TOTAL EXPENSES		\$ 37,152.20